

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, et. al., ¹	)	Case No. 12-12020 (MG)
	)	Jointly Administered
Debtors.)	
	)	Hearing Date: December 20, 2012 at 10 a.m.
	)	(Eastern Daylight Time)
)	
	)	Objection Deadline: [TBD], 2012 at 4 p.m.
	)	(Eastern Daylight Time)

**FIRST INTERIM APPLICATION OF ALIXPARTNERS, LLP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD
MAY 21, 2012 THROUGH AUGUST 31, 2012**

Name of Applicant:	<u>AlixPartners, LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>August 10, 2012 <i>nunc pro tunc</i> to the petition date</u>
Period for which compensation and reimbursement are sought:	<u>May 21, 2012 through August 31, 2012</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$2,205,724.75 (100% of fees)</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings, II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002-LLC (4670); RFC-GSAP Servicer Advance, LLC (0289).

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$34,011.46

This is a(n): _____ monthly X interim _____ final application

Residential Capital, LLC – Official Committee of Unsecured Creditors
Schedule 1 – Listing of Monthly Statements

Period		Fees	Expenses	TOTAL
May 21, 2012	to May 31, 2012	\$ 218,165.50	\$ 2,184.14	\$ 220,349.64
June 1, 2012	to June 30, 2012	641,816.00	9,310.92	651,126.92
July 1, 2012	to July 31, 2012	715,342.00	9,932.90	725,274.90
August 1, 2012	to August 31, 2012	657,451.00	12,583.50	670,034.50
Total Accrued		\$ 2,232,774.50	\$ 34,011.46	\$ 2,266,785.96
Less: Travel (50%)		(27,049.75)		(27,049.75)
Total Invoiced		\$ 2,205,724.75	\$ 34,011.46	\$ 2,239,736.21

Residential Capital, LLC – Official Committee of Unsecured Creditors
Schedule 2 – Compensation by Project Category

Project Code	Description	Hours	Amount
7351.00001	Engagement Planning	87.5	\$ 56,866.50
7351.00002	Business Analysis	62.5	36,832.50
7351.00003	DIP Financing	23.1	13,271.50
7351.00004	Current Financials	165.1	69,376.00
7351.00005	Prospective Financials	31.1	12,594.50
7351.00006	Cash Management	74.8	34,220.50
7351.00007	Employee Issues	148.3	84,275.50
7351.00010	Claims & Recoveries	210.8	96,141.50
7351.00011	Misc. Motions	701.6	363,363.00
7351.00012	Proposed Asset Sales	20.2	13,728.00
7351.00015	UCC Meetings	249.1	168,617.00
7351.00016	Court Hearings	13.2	9,375.00
7351.00017	RMBS Settlement	204.0	131,996.50
7351.00018	Collateral Analysis	250.3	121,948.50
7351.00020	Forensic Investigation - General	872.9	447,411.00
7351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion & OMR Transactions	42.7	18,716.50
7351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	347.5	163,289.50
7351.00023	Ediscovery Consulting	62.6	34,575.50
7351.00024	Ediscovery Processing & Hosting	-	236,890.00
7351.00025	Forensic Investigation-Interco. Operations, Shared Svs.	34.1	16,956.50
7351.00090	Billing and Retention	75.3	48,229.50
7351.00091	Non-Working Travel (Billed at 50%)	118.9	27,049.75
Total Fees Incurred		3,795.6	\$ 2,205,724.75

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et. al.,

Debtors.

)
) Chapter 11
)

) Case No. 12-12020 (MG)

) Jointly Administered
)

) **Objection Deadline: ____, 2012 at 4 p.m.**
) **(Eastern Daylight Time)**

**FIRST INTERIM APPLICATION OF ALIXPARTNERS, LLP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD
MAY 21, 2012 THROUGH AUGUST 31, 2012**

Pursuant to sections 328 and 1103 of title 11 of the United States Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “*Local Bankruptcy Rules*”), AlixPartners, LLP (“*AlixPartners*”), financial advisor to the Official Committee of Unsecured Creditors (the “*Committee*”) in the above-captioned chapter 11 matter, hereby files its first interim fee application (the “*Fee Application*”) for compensation for hours worked and services rendered and reimbursement for expenses incurred during the period of May 21, 2012 through August 31, 2012 (the “*Fee Period*”). Specifically, AlixPartners seeks approval of \$2,205,724.75 (representing 100% of fees earned) and \$34,011.46 in expenses incurred during the Fee Period, for a total of \$2,239,736.21 payable. In support of its Fee Application, AlixPartners respectfully represents as follows:

Background

1. On May 14, 2012 (the “***Petition Date***”), each of the Debtors commenced cases (“***Chapter 11 Cases***”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On May 16, 2012, the Office of the United States Trustee for the Southern District of New York (the “***U.S. Trustee***”), pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases. The U.S. Trustee selected the following nine parties to serve as members of the Committee: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennan; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Company.

3. On August 10, 2012, the Court entered an Order Authorizing the Committee to Employ and Retain AlixPartners as their Financial Advisor *Nunc Pro Tunc* to May 21, 2012 (the “***Retention Order***”) (D.I. No. 1080) in accordance with the terms and conditions of AlixPartners’ Engagement Letter with the Committee (as referenced and defined in the Retention Order).

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Monthly Statements and Services Rendered

5. Pursuant to the Engagement Letter, as approved and amended by the terms of the Retention Order, AlixPartners is entitled to compensation for fees earned and reimbursement of expenses incurred in its role assisting the Committee during the pendency of the Committees' Chapter 11 Cases.

6. On or about August 27, 2012, AlixPartners submitted its first monthly statement seeking allowance of compensation for services rendered in the amount of \$216,004.25 and reimbursement of expenses in the amount of \$2,184.14 for the period from May 21, 2012 through May 31, 2012. We have received payment from the Debtors totaling \$ 174,987.54 (representing 80% of fees and 100% of expenses incurred).

7. On or about August 27, 2012, AlixPartners submitted its second monthly statement seeking allowance of compensation for services rendered in the amount of \$635,127.50 and reimbursement of expenses in the amount of \$9,310.92 for the period from June 1, 2012 through June 30, 2012. We have received payment from the Debtors totaling \$517,412.92 (representing 80% of fees and 100% of expenses incurred).

8. On or about September 12, 2012, AlixPartners submitted its third monthly statement seeking allowance of compensation for services rendered in the amount of \$707,379.50 and reimbursement of expenses in the amount of \$9,932.90 for the period from July 1, 2012 through July 31, 2012. No payment has been received from the Debtors.

9. On or about October 9, 2012, AlixPartners submitted its fourth monthly statement seeking allowance of compensation for services rendered in the amount of \$647,213.50 and reimbursement of expenses in the amount of \$12,583.50 for the period

from August 1, 2012 through August 31, 2012. No payment has been received from the Debtors.

10. All services for which compensation is requested by AlixPartners were performed for or on behalf of the Committee.

11. Except for payments from the Debtors as provided for in its Monthly Statements, AlixPartners has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is, and has been, no agreement or understanding between AlixPartners and any other entities for the sharing of compensation to be received for services rendered in these cases.

12. During this Fee Period, AlixPartners provided complex and intricate services to the Committee.

13. Services provided to the Committee for the Fee Period more specifically included the following

Engagement Planning (project code: 7351-1)

- Preparation of work plans
- Coordination of work plans with professionals at Kramer Levin and Moelis
- Meetings and phone calls with professionals from the Committee and the Debtors regarding requests and open item reporting
- Internal status updates

Business Analysis (project code: 7351-2)

- Review public filings and company background materials
- Attend meetings between Debtor and Committee advisors regarding first and second day motions

- Analysis of the Debtors' business and corporate structure to facilitate other work streams

DIP Financing (project code: 7351-3)

- Review draft Moelis presentation on proposed DIP financing
- Comment on proposed DIP and sales process observations analysis

Current Financials (project code: 7351-4)

- Review SOFAs and Schedules
- Create SOFAs and Schedules presentation for the Committee
- Conversations with Kramer Levin to discuss financial reporting requirements
- Review monthly operating reports
- Develop presentations for the Committee on servicing performance metrics and monthly operating performance

Prospective Financials (project code: 7351-5)

- Review DIP budget forecast submitted by Debtor advisors
- Analysis of DIP budget forecast
- Develop presentation on DIP cash flow projection analysis

Cash Management (project code: 7351-6)

- Review draft cash collateral motion
- Analyze bank account and cash flow structure
- Participate in meetings with Debtor advisors to discuss cash forecasting process
- Develop presentation of cash flow variances for four week period reporting
- Prepare analysis of historical consolidated cash flows

Employee Issues (project code: 7351-7)

- Analysis of wages and benefits in connection with proposed motion
- Evaluate wage data to develop severance limitation

- Perform analytical review of KEIP/KERP
- Prepare KEIP/KERP report to the Committee
- Evaluate proposed executive compensation motion

Claims & Recoveries (project code: 7351-10)

- Meetings and phone discussions with Committee and Debtor advisors regarding claims waterfall analysis
- Development of presentation covering assets, liabilities, and potential waterfall of distributions
- Perform analysis of waterfall calculation
- Construct initial waterfall model for secured facilities and unsecured facilities
- Create equity mapping and distribution model for recovery
- Analyze asset roll forward and sale proceeds calculations
- Create recovery sensitivity analysis for claims

Misc. Motions (project code: 7351-11)

- Review of various motions, including sub-servicing, tax, de minimus asset sale, shared services, loss mitigation, and origination motions
- Prepare analyses related to these motions
- Participate in phone discussions and meetings with the Committee and Debtor advisors regarding these motions
- Develop presentations to the Committee regarding these motions

Proposed Asset Sales (project code: 7351-12)

- Review of Moelis prepared presentation on proposed asset sales
- Analysis of issues in proposed sales transactions
- Participation on the Committee call regarding sale process
- Review of asset sale materials

Committee Meetings (project code: 7351-15)

- Participate in weekly meetings with Committee Co-Chairs and professionals, either telephonically or in person
- Participate in weekly meetings with the Committee, either telephonically or in person
- Participate in phone discussions with creditors' professionals to prepare for Committee meetings

Court Hearings (project code: 7351-16)

- Participate telephonically in Bankruptcy Court hearings in which AlixPartners is involved (including RMBS trust settlement scheduling order, sub-servicing, KEIP/KERP)
- Attend Court Hearing re: AlixPartners Retention as Declarant

RMBS Settlement (project code: 7351-17)

- Research on proposed \$8.7 billion RMBS settlement with institutional investors
- Summarize RMBS Trust settlement issues for presentation at Committee meeting
- Coordinate scope and work plan with respect to RMBS Trust settlement with Moelis
- Perform analysis of potential RMBS rep and warranty claims recovery

Collateral Analysis (project code: 7351-18)

- Review of collateral loan tapes
- Evaluate collateral pledged to various debt facilities
- Analysis of the historical trading prices of ResCap's unsecured notes and junior secured bonds
- Participate on various calls with Kramer Levin, Debtor Advisors and Debtors regarding issues surrounding collateral
- Analysis of UCC-3 documents provided by Kramer Levin
- Data analysis of CFDR database
- Prepare presentation for the Committee regarding collateral analysis

Forensic Investigation – General (project code: 7351-20)

- Develop forensic work plan
- Review of related party transactions from Debtors' public filings
- Perform equity and debt roll forward analyses
- Review of Debtors' historical mortgage origination business
- Prepare presentation for the Examiner

Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions (project code: 7351-21)

- Analysis of 2006 majority interest sale and reorganization
- Review public filings related to IB Finance Exchange transaction
- Summarize 2008 IB Finance ownership transactions
- Document search in Relativity for open market repurchase (OMR) transactions

Forensic Investigation - Pre-petition Related Party Asset Sales (project code: 7351-22)

- Review of MSR Swap, Pipeline Swap, MMLPSA and broker agreement documents
- Review Board of Directors meeting minutes
- Analyze public filings to understand intercompany debt
- Review documents related to Model Home Acquisition, Resort Finance, HealthCare Finance, Factoring Facility, and Ally Bank Facilities and prepare summaries of findings

Ediscovery Consulting (project code: 7351-23)

- Modification of nonstandard third party productions for loading into Relativity
- Create transaction analysis searches and reports per Kramer Levin requests
- Provide advanced Relativity training for select Kramer Levin professionals

Ediscovery Processing & Hosting (project code: 7351-24)

- Set up of Relativity document review database
- Create new Relativity user accounts
- Receive productions and analyze load files and structure
- Load production data into Relativity

- Quality control of third party data once loaded
- Maintenance of Relativity database

Forensic Investigation-Intercompany Operations, Shared Services (project code: 7351-25)

- Review of documents produced for shared services agreements
- Review Administrative Services and Facility Agreement dated August 1, 2007, including addendums
- Review Shared Services Agreement effective as of May 2012 and related schedules

Billing and Retention (project code: 7351- 90)

- Prepare retention motion and provide supplemental information as requested by the United States Trustee
- Review information barrier procedures
- Provide professional fee estimates at Debtors' request
- Review monthly invoices to ensure United States Trustee compliance

14. Attached as **Exhibit “A”** is a summary of professional fees earned for services rendered during the Fee Period. The attachment references the name of the person working on the engagement, the title of such person, number of hours worked on the engagement in the Fee Period, the hourly billing rate of such person and the amount of compensation sought for such person as well as an average hourly blended rate for all persons working on the engagement during the Fee Period.

15. Attached as **Exhibit “B”** is a summary of expenses incurred by AlixPartners during the Fee Period in connection with its role assisting the Committee; such expenses include, among other matters, coach airfare, ground transportation costs, lodging, meals, and telephone charges.

16. Attached as **Exhibit “C”** is a listing of the detailed time entries arranged by project category for hours worked and services provided by AlixPartners’ professionals during the Fee Period.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by AlixPartners is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

Relief Requested

18. Pursuant to the Administrative Order, AlixPartners is hereby requesting payment of 100% of its fees earned of \$2,205,724.75 and 100% of its expenses incurred of \$34,011.46 for a total of \$2,239,736.21. In accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 141] (the “Case Management Order”), notice of this Application has been given to all parties listed on the Monthly Service List (as defined in the Case Management Order). Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no further notice of the relief requested in the Application need be provided.

19. In light of the nature of the relief requested herein, AlixPartners submits that no other or further notice is required.

WHEREFORE, AlixPartners respectfully requests (i) that this Court authorize payment of 100% of compensation for professional services rendered in the amount of \$2,205,724.75 and reimbursement for expenses incurred in the amount of \$34,011.46 during this Fee Period, for a total of \$2,239,736.21; and (ii) that this Court grant AlixPartners such other and further relief as is just.

Dated: October 19, 2012

ALIXPARTNERS, LLP

/s/ Alan D. Holtz

Alan D. Holtz

Managing Director

2000 Town Center, Suite 2500

Southfield, MI 48075

EXHIBIT A

Residential Capital, LLC – Official Committee of Unsecured Creditors
Summary of Professional Fees Earned
During the Monthly Statement Period (May 21, 2012 through August 31, 2012)

Name of Professional	Description of Function	Hourly Rate						Total Compensation
			May-12	Jun-12	Jul-12	Aug-12	Total Hours	
Alan Holtz	Managing Director	\$ 920.00	30.0	32.5	50.8	42.1	155.4	\$ 142,968.00
Harvey Kelly	Managing Director	920.00	41.3	72.2	54.3	12.2	180.0	165,600.00
Matt Cohen	Managing Director	880.00	-	7.9	-	-	7.9	6,952.00
Jeff D. Goldberg	Director	760.00	17.9	-	-	-	17.9	13,604.00
Mercedes Arango	Director	665.00	37.5	122.8	149.6	83.3	393.2	261,478.00
Brian Janelle	Director	665.00	-	4.9	-	-	4.9	3,258.50
Marc E. Landy	Director	665.00	66.0	172.7	174.0	121.8	534.5	355,442.50
Meaghan Schmidt	Director	620.00	-	-	31.7	-	31.7	19,654.00
Silvio Palumbo	Vice President	505.00	-	-	-	53.0	53.0	26,765.00
Brian P. Jenkins	Vice President	505.00	-	-	-	40.0	40.0	20,200.00
Erin Plante	Vice President	505.00	-	4.6	-	8.0	12.6	6,363.00
John Natividad	Vice President	505.00	-	0.5	24.5	17.1	42.1	21,260.50
Scott Tandberg	Vice President	455.00	46.3	182.8	204.2	224.7	658.0	299,390.00
Todd Toaso	Vice President	455.00	63.4	188.7	162.9	131.7	546.7	248,748.50
Robby J. Springer	Associate	405.00	-	1.3	28.9	-	30.2	12,231.00
Lauren Schulman	Associate	405.00	14.5	77.3	100.4	87.5	279.7	113,278.50
Michael S. Eisenberg	Associate	345.00	41.6	197.4	191.0	193.2	623.2	215,004.00
Wei Wei	Associate	345.00	-	-	45.2	139.4	184.6	63,687.00
Sub-Total							3,795.6	\$ 1,995,884.50
Less: 50% Travel								(27,049.75)
Sub-Total								\$ 1,968,834.75
Add: E-Discovery Sys								236,890.00
Grand Total Fees								\$ 2,205,724.75

Average Blended rate = \$581.13

AlixPartners may determine, from time to time, to augment its professional staff with independent contractors (each an Independent Contractor”) in these chapter 11 cases. AlixPartners standard practice is to charge for an Independent Contractor’s services at the AlixPartners rate for a professional of comparable skill and experience, which rate typically exceeds the compensation provided by AlixPartners to such Independent Contractor. AlixPartners did not use Independent Contractors during this Fee Period.

EXHIBIT B

Residential Capital, LLC – Official Committee of Unsecured Creditors
Summary of Expenses Incurred
During the Monthly Statement Period (May 21, 2012 through August 31, 2012)

Expense Categories	May-12	June-12	July-12	August-12	TOTAL
Coach Airfare	\$ 1,133.25	\$ 2,901.70	\$ 1,425.65	\$ 3,256.08	\$ 8,716.68
Cab Fare / Ground Transportation	35.40	286.52	334.03	569.98	1,225.93
Conference Calls	-	42.63	31.33	-	73.96
Phone - Internet Access	-	-	-	17.95	17.95
Lodging	853.86	5,133.84	7,112.50	7,428.62	20,528.82
Meals & Tips	106.17	508.35	539.99	653.85	1,808.36
Mileage	49.96	149.88	174.86	199.84	574.54
Postage / Messenger / Courier	-	-	4.24	31.18	35.42
Parking & Tolls	5.50	288.00	310.30	426.00	1,029.80
TOTAL	\$ 2,184.14	\$ 9,310.92	\$ 9,932.90	\$ 12,583.50	\$ 34,011.46

EXHIBIT C

**Detailed Time Entries for Hours Worked and Services Performed
During the Monthly Statement Period (May 21, 2012 through August 31, 2012)**



Boston Chicago Dallas Detroit Dubai Düsseldorf London Los Angeles Milan
Munich New York Paris San Francisco Shanghai Tokyo Washington, DC

August 27, 2012

Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2040156

Federal Tax Id 38-3637158

For Professional Services: May 21, 2012 through May 31, 2012

Current Charges:		Hours	Rate	Amount
Michael S Eisenberg	Associate	41.60	345.00	14,352.00
Lauren Schulman	Associate	14.50	405.00	5,872.50
Todd Toaso	Vice President	63.40	455.00	28,847.00
Scott Tandberg	Vice President	46.30	455.00	21,066.50
Marc E Landy	Director	66.00	665.00	43,890.00
Mercedes Arango	Director	37.50	665.00	24,937.50
Jeff D Goldberg	Director	17.90	760.00	13,604.00
Harvey Kelly	Managing Director	41.30	920.00	37,996.00
Alan Holtz	Managing Director	30.00	920.00	27,600.00
Total Hours & Fees		<u>358.50</u>		<u>218,165.50</u>
Less 50% Non-Working Travel (Billed at 50%)				(2,161.25)
Subtotal				<u>216,004.25</u>
Less 20% Hold Back Fees				(43,200.85)
Subtotal				<u>172,803.40</u>
Expenses				<u>2,184.14</u>
Total Amount Due				<u>USD 174,987.54</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



Boston Chicago Dallas Detroit Dubai Düsseldorf London Los Angeles Milan
Munich New York Paris San Francisco Shanghai Tokyo Washington, DC

Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00001	Engagement Planning	32,899.00
007351.00002	Business Analysis	22,441.50
007351.00003	DIP Financing	6,017.00
007351.00006	Cash Management	12,173.00
007351.00007	Employee Issues	2,394.00
007351.00011	Misc. Motions	13,100.50
007351.00012	Proposed Asset Sales	7,897.50
007351.00015	UCC Meetings	20,939.00
007351.00020	Forensic Investigation - General	71,857.50
007351.00021	Forensic Investigation-Organization and 2006 Deconsolidation	4,546.50
007351.00022	Forensic Investigation - Post Deconsolidation	17,102.50
007351.00090	Billing and Retention	2,475.00
007351.00091	Non Working Travel (Billed at 50%)	2,161.25
Total Fees Incurred		216,004.25
Expenses		Amount
Airfare		1,133.25
Cab Fare/Ground Transportation		35.40
Lodging		853.86
Meals & Tips		106.17
Mileage		49.96
Parking & Tolls		5.50
Total Disbursements		2,184.14



Boston Chicago Dallas Detroit Dubai Düsseldorf London Los Angeles Milan
Munich New York Paris San Francisco Shanghai Tokyo Washington, DC

Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2040156-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
05/21/12	JDG	Preparation of draft workplan	1.00
05/21/12	MEL	Begin preparation of draft work plan.	1.80
05/21/12	TMT	Editing of document request list	3.00
05/21/12	MEL	Planning meeting with M. Arango	0.40
05/21/12	MEL	Begin preparation of draft request list.	0.80
05/22/12	MA	Planning meeting with M. Landy	0.40
05/22/12	TMT	Meeting with Kramer Levin team to discuss related party transactions	1.40
05/22/12	MA	Review of Rescap voluntary petition.	0.80
05/22/12	HK	Consult with Mannal, Kramer Levin, re: AlixPartners role and planning for UCC call.	0.30
05/22/12	AH	Engagement planning call w/ Kramer Levin	0.80
05/22/12	TMT	Editing of document request list	1.40
05/22/12	MA	Meeting with Kramer Levin team (including S. Sparling, -K. Law, C. Siegel, K. Eckstein) to discuss related party transactions.	1.40
05/22/12	MEL	Edit document request list.	2.30
05/22/12	AH	Review due diligence list	0.30
05/22/12	AH	Call w/ H. Kelly re: work planning	0.30
05/22/12	MEL	Preliminary work on document request list	2.40
05/22/12	ST	Participate on call with UCC and advisors to discuss case and project plan.	0.50
05/22/12	JDG	Conference call w/ UCC and counsel, including C. Siegel re: documents	1.10
05/22/12	JDG	Conference call with counsel to discuss engagement planning.	0.80
05/22/12	MEL	Meeting with Kramer Levin team to discuss related party transactions.	1.40
05/22/12	MEL	Review factual background materials underlying document requests.	1.50



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Residential Capital UCC
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Invoice # 2040156-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
05/22/12	MA	Initial review of materials posted on Debtors website for engagement planning.	0.50
05/23/12	MA	Team planning discussion with M. Landy and T. Toaso to allocate related party transactions.	1.00
05/23/12	TMT	Team meeting with M. Landy and M. Arango to discuss scope and responsibilities of related party transaction review	0.60
05/23/12	TMT	Discussions re: allocation of related party transactions with M. Landy and M. Arango.	1.00
05/23/12	MEL	Discussion with Syed Hasan of Moelis re work streams and requests.	0.40
05/23/12	MEL	Meeting at Moelis to discuss roles.	1.60
05/23/12	MEL	Team meeting with M. Arango and T. Toaso to discuss scope and responsibilities of related party transaction review	0.60
05/23/12	JDG	Call w/ Moelis re: workplan	0.80
05/23/12	ST	Review UCC due diligence request list.	0.80
05/23/12	JDG	Follow up calls w/ Moelis re: workplan	0.50
05/23/12	MEL	Edit Moelis prepared work stream document request list.	1.80
05/23/12	MEL	Edit Kramer Levin 2004 request.	1.60
05/23/12	MEL	Call with Moelis regarding 2004 request.	0.40
05/23/12	AH	Meeting w/ Moelis team re: work planning and division of responsibilities	1.70
05/23/12	HK	Meet with J. Dermont, Moelis and L. Parsons, Moelis and Moelis team to delineate and document required tasks and delegate responsibility between APLLC and Moelis.	1.00
05/23/12	HK	Comment on Due Diligence document request list prepared by Moelis.	0.30
05/23/12	MEL	Team planning discussion with T. Toaso and M. Arango re: allocate related party transactions.	1.00
05/23/12	MA	Team meeting w M. Landy and T. Toaso to discuss scope and responsibilities of related party transaction review.	0.60
05/23/12	MA	Meeting at Moelis to discuss roles.	1.60



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Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
05/23/12	MA	Review of Moelis prepared work stream document and request list.	1.50
05/24/12	MA	Review of revised request list and work stream list prepared by Moelis.	0.50
05/24/12	HK	Coordinated matters regarding 5/22 professionals meeting.	0.60
05/25/12	AH	Calls w/ S. Tandberg and M. Eisenberg re: work in process	0.30
05/29/12	AH	Comment on "key takeaways" list from meeting w/ Debtor	0.20
05/29/12	HK	Prepare for meeting with Debtors' advisors.	0.70
05/29/12	HK	Debrief with Kramer Levin and Moelis attendees regarding reactions to Debtors' advisors' presentations and required follow-up.	0.80
05/30/12	MEL	Prepare for UCC weekly meeting.	1.00
05/30/12	MEL	Update team (including T. Toaso) on UCC weekly meeting.	0.70
05/31/12	AH	Call with S. Tandberg to discuss case status.	0.30
05/31/12	ST	Call with A. Holtz from AlixPartners to discuss case status.	0.30
Total Hours			48.80



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Invoice # 2040156-1

Re: Engagement Planning
Client/Matter # 007351.00001

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	3.70	920.00	3,404.00
Alan Holtz	3.90	920.00	3,588.00
Marc E Landy	19.70	665.00	13,100.50
Mercedes Arango	8.30	665.00	5,519.50
Jeff D Goldberg	4.20	760.00	3,192.00
Todd Toaso	7.40	455.00	3,367.00
Scott Tandberg	1.60	455.00	728.00
Total Hours & Fees	48.80		32,899.00



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Invoice # 2040156-2

Re: Business Analysis
Client/Matter # 007351.00002

Date	Consultant	Description of Services	Hours
05/22/12	JDG	Review of corporate documents	0.50
05/24/12	JDG	Review of CFO affidavit.	0.80
05/24/12	ST	Research company background and org chart.	1.80
05/24/12	MA	Review of 4Q 2007 Rescap investor presentation.	1.00
05/24/12	AH	Review public filings	1.60
05/24/12	AH	Review company background materials	1.30
05/25/12	ST	Research first day affidavit and exhibits.	2.40
05/25/12	MA	Review of 4Q 2007 ResCap investor presentation.	0.50
05/29/12	HK	Consult with Debtors' advisors (FTI, MoFo, Centerview) re: sale process, DIP financing, cash management order, other assets and other case issues.	4.50
05/29/12	ST	Review Ally 10K.	0.80
05/29/12	ST	Review UCC meeting key points from Moelis.	0.40
05/29/12	ST	Meet with UCC advisors (KL, Moelis) and Debtor advisors (MOFO, FTI) to review motions and case.	5.90
05/29/12	AH	Attend meeting between Debtor and UCC advisors at MoFo re: all 1st/2nd day motions and current business issues	5.90
05/31/12	AH	Review first day affidavits and company background	3.00
05/31/12	ST	Participate on call with Kramer Levin and Moelis to discuss sale and DIP issues.	0.70
Total Hours			31.10



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Invoice # 2040156-2

Re: Business Analysis
Client/Matter # 007351.00002

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	4.50	920.00	4,140.00
Alan Holtz	11.80	920.00	10,856.00
Mercedes Arango	1.50	665.00	997.50
Jeff D Goldberg	1.30	760.00	988.00
Scott Tandberg	12.00	455.00	5,460.00
Total Hours & Fees	31.10		22,441.50



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Invoice # 2040156-3

Re: DIP Financing
Client/Matter # 007351.00003

Date	Consultant	Description of Services	Hours
05/23/12	MA	Participated on call with Kramer and Moelis to discuss DIP financing issues.	0.80
05/23/12	JDG	Review of DIP filings	0.80
05/25/12	ST	Review Kramer Levin DIP and cash issues memo.	0.70
05/25/12	AH	Review draft Moelis presentation on proposed DIP financing	0.70
05/27/12	HK	Comment on proposed DIP and Sales Process Observations analysis.	2.20
05/29/12	MA	Review of Kramer memo on DIP financing and cash/collateral issues.	1.00
05/29/12	MA	Review of Moelis prepared presentation on proposed Barclays and Ally DIP financing issues.	0.70
05/29/12	JDG	Review of DIP motion	1.00
Total Hours			7.90



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Invoice # 2040156-3

Re: DIP Financing
Client/Matter # 007351.00003

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.20	920.00	2,024.00
Alan Holtz	0.70	920.00	644.00
Mercedes Arango	2.50	665.00	1,662.50
Jeff D Goldberg	1.80	760.00	1,368.00
Scott Tandberg	0.70	455.00	318.50
Total Hours & Fees	7.90		6,017.00



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Invoice # 2040156-4

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
05/23/12	JDG	Review of cash management motion.	1.10
05/24/12	JDG	Call w/ S. Tandberg and E. Daniels (Kramer Levin) re: cash motion.	0.30
05/24/12	AH	Call w/ J. Goldberg and S. Tandberg to discuss cash management order review	0.40
05/24/12	ST	Review draft cash collateral motion.	1.70
05/24/12	ST	Conference call with A. Holtz and J. Goldberg from AlixPartners to discuss cash management motion.	0.40
05/24/12	ST	Analyze bank account and cash flow structure.	1.00
05/24/12	ST	Participate on call with J. Goldberg from AlixPartners and E. Daniels from Kramer Levin regarding cash motion.	0.30
05/24/12	JDG	Call w/ A. Holtz and S. Tandberg re: cash management order review.	0.40
05/24/12	JDG	Review cash management motion	1.20
05/25/12	ST	Prepare for call with J. Goldberg of AlixPartners to discuss review of cash procedures.	0.40
05/25/12	ST	Create initial list of questions for FTI regarding ResCap cash management.	0.90
05/29/12	ST	Prepare summary and key points of Rescap cash management system.	1.50
05/29/12	ST	Analyze bank account and cash flow structure.	1.30
05/29/12	ST	Participate on call with M. Renzi from FTI and J. Goldberg from AlixPartners to discuss cash management and DIP budget.	0.90
05/29/12	JDG	Conf call w M. Renzi et al from FTI re: cash management and DIP budget	1.00
05/30/12	AH	Review cash management materials to prepare for UCC meeting w/ S. Tandberg re: same	1.70
05/30/12	ST	Meet with AlixPartners team, including A. Holtz, to discuss ResCap cash management.	0.50
05/31/12	AH	Review AP presentation on Cash Management	1.20



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Invoice # 2040156-4

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
05/31/12	ST	Create revised ResCap cash management flowcharts	1.60
05/31/12	ST	Draft cash management motion review presentation deck.	2.90
Total Hours			20.70



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Invoice # 2040156-4

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	3.30	920.00	3,036.00
Jeff D Goldberg	4.00	760.00	3,040.00
Scott Tandberg	13.40	455.00	6,097.00
Total Hours & Fees	20.70		12,173.00



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Invoice # 2040156-5

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
05/30/12	MEL	Review wage related motion.	0.50
05/31/12	MEL	Analysis of ramifications associated with wage and benefits motion to request info from debtor.	1.40
05/31/12	MEL	Prepare information re: ramifications associated with wage and benefits motion to send to Debtor.	1.10
05/31/12	MEL	Review wage-related motion.	0.60
Total Hours			3.60



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Invoice # 2040156-5

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	3.60	665.00	2,394.00
Total Hours & Fees	3.60		2,394.00



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Invoice # 2040156-6

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
05/23/12	JDG	Review of servicing motion	0.60
05/24/12	JDG	Conf call w/ E. Daniels et al from Kramer Levin and Moelis re: servicing motions	1.00
05/30/12	HK	Read Debtors' Motion re: compromise and settlement of claims and payment of trustee fees in preparation for UCC meeting	0.90
05/30/12	AH	Call w/ E. Daniels (KL) re: Servicing motions	0.20
05/30/12	JDG	Review of servicing motions prior to call with E. Daniels	0.70
05/30/12	JDG	Call w/ E. Daniels re: servicing motions	0.30
05/30/12	HK	Read Debtors' Motion re: servicing GA loans for issues of interest in preparation for UCC meeting	0.70
05/30/12	HK	Read Debtors' Motion re: servicing non-GA loans in preparation for UCC meeting	0.70
05/30/12	AH	Emails with team based on call w/ E. Daniels (KL) re: Servicing motions	0.20
05/31/12	JDG	Review of servicing motions after call with M. Landy.	0.60
05/31/12	MEL	Prepare information re: ramifications associated with special servicing motion for Debtor.	0.90
05/31/12	MEL	Request information from FTI based on review of supplemental servicing motion.	0.40
05/31/12	JDG	Call w/ M. Landy re: servicing motion review	0.40
05/31/12	MEL	Call with Kramer Levin and Moelis to discuss motions (docket items 57 and 46).	1.10
05/31/12	MEL	Call with Kramer Levin and Moelis, including E. Daniels, to discuss special servicing motion.	0.70
05/31/12	MEL	Review supplemental servicing motion.	0.80
05/31/12	MEL	Analysis of ramifications associated with special servicing motion to request info from debtor.	2.60
05/31/12	MSE	Analysis of GA Servicing Motion filed by the Debtor.	5.60
05/31/12	MSE	Review of motions regarding certain automatic stay relief requests.	0.90



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Invoice # 2040156-6

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
05/31/12	MEL	Discussions with J. Goldberg and A. Holtz re: motion review.	0.40
05/31/12	AH	Discuss Supplemental Servicing motion with M. Landy	0.30
05/31/12	ST	Participate on call with E. Daniels (Kramer Levin) to discuss the shared services motion.	0.90
05/31/12	ST	Review servicing motions, including E. Daniels' comments.	0.80
Total Hours			21.70



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Invoice # 2040156-6

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.30	920.00	2,116.00
Alan Holtz	0.70	920.00	644.00
Marc E Landy	6.90	665.00	4,588.50
Jeff D Goldberg	3.60	760.00	2,736.00
Scott Tandberg	1.70	455.00	773.50
Michael S Eisenberg	6.50	345.00	2,242.50
Total Hours & Fees	21.70		13,100.50



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Invoice # 2040156-7

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
05/25/12	AH	Review draft Moelis presentation on proposed asset sales	0.80
05/25/12	HK	Review Kramer Levin memo on Asset Purchase Agreement issues.	2.30
05/29/12	HK	Edit analysis of issues in proposed sales transactions.	2.90
05/29/12	MA	Review of Moelis prepared presentation on proposed asset sales to Nationstar and Ally.	0.80
05/30/12	HK	Modify transactional analysis scope.	0.70
05/31/12	MEL	Call with Kramer Levin, including J. Bessonette, and Moelis to discuss asset sale proposal..	0.70
05/31/12	HK	Telephone call with Kramer Levin and Moelis regarding potential DIP and Sale process issues and method to communicate such issues to Debtor.	0.80
Total Hours			9.00



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Invoice # 2040156-7

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	6.70	920.00	6,164.00
Alan Holtz	0.80	920.00	736.00
Marc E Landy	0.70	665.00	465.50
Mercedes Arango	0.80	665.00	532.00
Total Hours & Fees	9.00		7,897.50



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Invoice # 2040156-8

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
05/22/12	MEL	Participate on weekly call with UCC.	0.60
05/22/12	TMT	Participate on weekly call with UCC.	0.60
05/22/12	MA	Participated on weekly UCC call with H. Kelly, M. Landy and T. Toaso.	0.60
05/22/12	HK	Participate in weekly UCC telephonic meeting.	0.60
05/22/12	AH	Participate in weekly UCC meeting (telephonic)	0.60
05/22/12	AH	Prepare for weekly UCC meeting (telephonic)	0.30
05/29/12	AH	Call w/ UCC Advisors to prep for 5/30 UCC meeting	1.90
05/29/12	ST	Participate on call with UCC advisors AlixPartners, Kramer Levin and Moelis to discuss motions and responses from meetings.	1.90
05/29/12	HK	Participate in call with Kramer Levin and Moelis to prepare for 5/30 UCC meeting	1.80
05/30/12	HK	Attend and present at UCC meeting.	3.50
05/30/12	ST	Meet with UCC and advisors to review case status and issues.	3.50
05/30/12	JDG	Conf call w/ UCC and advisors	3.00
05/30/12	MEL	UCC meeting at Kramer Levin.	3.40
05/30/12	AH	Attend UCC meeting at Kramer Levin	3.50
05/30/12	AH	Prepare for UCC meeting at Kramer Levin	0.80
05/30/12	ST	Prepare for UCC and advisors meeting	2.00
Total Hours			28.60



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Invoice # 2040156-8

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	5.90	920.00	5,428.00
Alan Holtz	7.10	920.00	6,532.00
Marc E Landy	4.00	665.00	2,660.00
Mercedes Arango	0.60	665.00	399.00
Jeff D Goldberg	3.00	760.00	2,280.00
Todd Toaso	0.60	455.00	273.00
Scott Tandberg	7.40	455.00	3,367.00
Total Hours & Fees	28.60		20,939.00



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Invoice # 2040156-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
05/22/12	TMT	Review of related party transactions from ResCap 10-K filings	3.80
05/22/12	HK	Briefing meeting with Kramer Levin (Barry, Burke, Doug Mannal and others), Moelis (Jared Dermont and others) to outline approach to transaction investigations.	1.10
05/22/12	AH	Call w/ Kramer Levin litigation team re: overview of investigation process	0.60
05/22/12	HK	Review ResCap financial filings regarding selected transactions.	2.70
05/22/12	HK	Review investigative draft work plan.	0.50
05/23/12	LS	Review of case documents including related party transactions	1.20
05/23/12	HK	Analyze Affidavit of James Whitlinger (ResCap).	1.70
05/23/12	HK	Propose additional requests on draft Rule 2004 discovery requests.	0.60
05/23/12	HK	Consult with Carl Black and Rick Wynne, Jones Day on their analysis of transactions warranting review.	0.50
05/23/12	HK	Review transaction disclosures in ResCap Form 10-K.	2.00
05/23/12	MA	Reviewed Debtor historical financial statements.	1.00
05/23/12	MEL	Review Whitlinger declaration.	1.20
05/23/12	TMT	Review of related party transactions from ResCap 10-K filings	2.90
05/23/12	HK	Analysis of Debtor Motions.	1.80
05/24/12	MA	Prepared a summary of existing facilities and related party exposure.	1.20
05/24/12	TMT	Analysis of ResCap equity from 2004-2009	2.20
05/24/12	TMT	Review of related party transactions from ResCap 10-K filings	3.10
05/24/12	TMT	Review of financial statements provided in Data Room	2.30
05/24/12	MA	Research on ResCap liabilities as of the petition date.	0.80
05/24/12	MA	Detailed review of Whitlinger declaration, including	3.80



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Invoice # 2040156-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		exhibits.	
05/24/12	HK	Analyze historical reporting of selected related party transactions.	3.40
05/24/12	LS	Preliminary review of transactions of interest from 10K and 10Q court filings (2006 through 2008)	4.20
05/25/12	HK	Develop approach to analyzing deterioration of ResCap tangible net worth.	0.60
05/25/12	TMT	Begin summary of related party transactions from ResCap 10-K filings	2.20
05/25/12	TMT	Analysis of ResCap equity from 2004-2009	1.60
05/25/12	TMT	Diagramming of related party transactions from ResCap 10-K filings	1.70
05/26/12	TMT	Diagramming of related party transactions from ResCap 10-K filings	0.80
05/26/12	TMT	Review of summaries of related party transactions	0.90
05/26/12	TMT	Summary of related party transactions from ResCap 10-K filings	2.20
05/28/12	TMT	Telephonic discussion with M. Landy and M. Eisenberg to review related party analysis	1.20
05/28/12	TMT	Review of draft related party analysis	0.80
05/28/12	MSE	Telephonic discussion with M. Landy and T. Toaso to review related party analysis.	1.20
05/28/12	MEL	Telephonic discussion with E. Eisenberg and T. Toaso to review related party analysis.	1.20
05/28/12	MEL	Preliminary review of AlixPartners analysis of related party transactions.	1.50
05/29/12	TMT	Review of related party transaction descriptions from public filings	3.80
05/29/12	TMT	Drafting of summary of initial understanding of relevant case facts	3.70
05/29/12	MEL	Review Equity rollforward.	2.50



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New York, NY 10036

Invoice # 2040156-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
05/29/12	MEL	Review Debt rollforward.	1.60
05/29/12	MA	Review of 2011 Ally Financial 10-k and related party transaction disclosures.	1.00
05/29/12	MA	Discussion with Marc Landy, Todd Toaso and Michael Eisenberg on debt-roll forward.	0.80
05/29/12	MEL	Review related party disclosures in Ally 10-K.	1.50
05/29/12	MEL	Edit investigative work plan.	2.40
05/29/12	MSE	Diagramming of related party transactions from ResCap 10-K filings..	0.70
05/29/12	MSE	Review of related party transactions from ResCap 10-K filings.	2.40
05/29/12	MSE	Summary of related party transactions from ResCap 10-K filings.	1.20
05/29/12	MA	Discussion with Marc Landy, Todd Toaso and Michael Eisenberg on equity roll-forward.	0.50
05/29/12	MA	Discussion with Marc Landy, Todd Toaso and Michael Eisenberg on summary of related party transactions.	0.70
05/29/12	LS	Review 10K and 10Q filings for related party transactions.	0.40
05/29/12	LS	Analysis of 2005 - 2008 ResCap 10Ks to build a preliminary debt database	3.80
05/29/12	LS	Review of 10K and 10Q court filings from SEC website to create inventory checklist to ensure full population of filings.	0.70
05/29/12	MA	Reviewed draft AlixPartners work product on potential related party transactions.	2.00
05/29/12	MA	Revisions to investigate draft work plan.	1.50
05/30/12	MA	Engagement team meeting to discuss draft work plan and investigations procedures.	1.50
05/30/12	MA	Review of Ally Financial 10-Ks from 2005 through 2011 for disclosures on ResCap and related party transactions.	4.00
05/30/12	HK	Draft forensic procedures to be used in transactional analysis	0.70
05/30/12	MA	Revisions to investigations procedures.	0.40



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
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Invoice # 2040156-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
05/30/12	MEL	Edit forensic investigation work plan.	2.90
05/30/12	MSE	Preliminary review of AlixPartners analysis of related party transactions.	6.20
05/30/12	MA	Revisions to draft investigative work plan.	1.10
05/30/12	TMT	Analysis of historical debt and liabilities from public filings	3.40
05/30/12	TMT	Review of related party transaction descriptions from public filings	2.90
05/30/12	TMT	Drafting of work program to be used for forensic investigation	1.90
05/31/12	TMT	Drafting of work program to be used for forensic investigation	2.60
05/31/12	TMT	Analysis of historical debt and liabilities from public filings	3.60
05/31/12	MSE	Preliminary analysis of mortgage servicing affiliate agreements.	4.00
05/31/12	LS	Build preliminary debt roll forward using debt database	2.40
05/31/12	LS	Review of 2005 through 2008 10K filings to update debt database with cash flow from financing figures	1.80
05/31/12	MA	Commented on draft work plan and investigations procedures.	1.00
Total Hours			130.10



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Invoice # 2040156-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	15.60	920.00	14,352.00
Alan Holtz	0.60	920.00	552.00
Marc E Landy	14.80	665.00	9,842.00
Mercedes Arango	21.30	665.00	14,164.50
Todd Toaso	47.60	455.00	21,658.00
Lauren Schulman	14.50	405.00	5,872.50
Michael S Eisenberg	15.70	345.00	5,416.50
Total Hours & Fees	130.10		71,857.50



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Invoice # 2040156-10

Re: Forensic Investigation-Organization and 2006 Deconsolidation
Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
05/22/12	TMT	Analysis of 2006 majority interest sale and reorganization	2.40
05/23/12	TMT	Analysis of 2006 majority interest sale and reorganization	3.80
05/25/12	MEL	Preliminary analysis of deconsolidation.	1.50
05/26/12	TMT	Diagramming of 2006 majority interest sale and reorganization	1.60
Total Hours			9.30



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Invoice # 2040156-10

Re: Forensic Investigation-Organization and 2006 Deconsolidation
Client/Matter # 007351.00021

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	1.50	665.00	997.50
Todd Toaso	7.80	455.00	3,549.00
Total Hours & Fees	9.30		4,546.50



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Invoice # 2040156-11

Re: Forensic Investigation - Post Deconsolidation
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
05/23/12	HK	Consult with Jared Dermont, Moelis on Mortgage Servicing Rights transaction in 2012.	0.10
05/23/12	HK	Consult with D. Mannal, Kramer Levin re: MSR transactions, upcoming meeting with Debtors and selected Kramer Levin questions.	0.30
05/24/12	MEL	Preliminary analysis of capital contribution transactions.	1.20
05/24/12	MEL	Preliminary review of model home asset sale.	2.60
05/24/12	MEL	Preliminary analysis of sale of resort finance business.	4.30
05/24/12	MSE	Preliminary analysis of capital contribution transactions.	5.80
05/25/12	MA	Review of Cerberus purchase of ResCap and GMACM excess servicing rights.	1.20
05/25/12	MA	Review of GMACCF factoring facility.	1.30
05/25/12	MSE	Preliminary review of equity infusions.	5.80
05/25/12	MEL	Preliminary review of equity infusions.	1.50
05/25/12	MEL	Preliminary analysis of sale of health finance business	1.10
05/25/12	MEL	Analyze GMAC capital infusions.	1.90
05/29/12	MSE	Analysis of ResCap equity from 2004-2011.	4.20
05/30/12	MSE	Analyze GMAC capital infusions.	3.60
Total Hours			34.90



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Invoice # 2040156-11

Re: Forensic Investigation - Post Deconsolidation
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.40	920.00	368.00
Marc E Landy	12.60	665.00	8,379.00
Mercedes Arango	2.50	665.00	1,662.50
Michael S Eisenberg	19.40	345.00	6,693.00
Total Hours & Fees	34.90		17,102.50



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Invoice # 2040156-12

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
05/22/12	MEL	Review Engagement letter.	0.90
05/22/12	AH	Risk Management call re: ethical wall	0.40
05/22/12	AH	Call w/ M. Landy re: retention documents and staffing	0.20
05/23/12	MEL	Edit engagement letter.	0.40
05/23/12	MEL	Meet with Alan Holtz to plan bankruptcy billing codes.	0.50
05/23/12	MEL	Prepare bankruptcy billing codes.	0.40
05/24/12	AH	Review draft of AlixPartners engagement letter	0.40
05/30/12	AH	Respond to FTI request for fee estimate	0.10
Total Hours			3.30



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Invoice # 2040156-12

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	1.10	920.00	1,012.00
Marc E Landy	2.20	665.00	1,463.00
Total Hours & Fees	3.30		2,475.00



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Invoice # 2040156-13

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
05/28/12	ST	Travel from DEN to LGA for meetings with UCC and Debtor advisors (MOFO, FTI)	5.00
05/30/12	ST	Travel from EWR to DEN.	4.50
Total Hours			9.50



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Invoice # 2040156-13

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	9.50	455.00	4,322.50
Total Hours & Fees	9.50		4,322.50



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Residential Capital UCC
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Invoice # 2040156-14

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
05/25/12	Coach Airfare Scott Tandberg 2012-05-28 DEN - LGA	1,084.41
05/25/12	Airfare Service Charge Scott Tandberg	10.00
05/28/12	Lodging Scott Tandberg Marriott Hotels - New York 05/28/2012 - 05/30/2012	853.86
05/28/12	Meals & Tips Scott Tandberg - Dinner	18.32
05/28/12	Mileage Scott Tandberg 45 Miles	24.98
05/29/12	Airfare Service Charge Scott Tandberg	5.84
05/29/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	35.40
05/29/12	Meals & Tips Scott Tandberg - Dinner	53.73
05/29/12	Meals & Tips Scott Tandberg - Breakfast	9.32
05/30/12	Airfare Service Charge Scott Tandberg	13.00
05/30/12	Airfare Service Charge Scott Tandberg	10.00
05/30/12	Airfare Service Charge Scott Tandberg	10.00
05/30/12	Meals & Tips Scott Tandberg - Dinner	15.48
05/30/12	Meals & Tips Scott Tandberg - Breakfast	9.32
05/30/12	Mileage Scott Tandberg 45 Miles	24.98
05/30/12	Parking & Tolls Scott Tandberg	5.50
Total Disbursements		2,184.14



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Residential Capital UCC
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Invoice # 2040156-14

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Airfare	1,133.25
Cab Fare/Ground Transportation	35.40
Lodging	853.86
Meals & Tips	106.17
Mileage	49.96
Parking & Tolls	5.50
Total Disbursements	2,184.14



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August 27, 2012

Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2041846

Federal Tax Id 38-3637158

For Professional Services: June 1, 2012 through June 30, 2012

Current Charges:		Hours	Rate	Amount
Michael S Eisenberg	Associate	197.40	345.00	68,103.00
Robby J Spigner	Associate	1.30	405.00	526.50
Lauren Schulman	Associate	77.30	405.00	31,306.50
Todd Toaso	Vice President	188.70	455.00	85,858.50
Scott Tandberg	Vice President	182.80	455.00	83,174.00
John Natividad	Vice President	0.50	505.00	252.50
Erin Plante	Vice President	4.60	505.00	2,323.00
Brian Janelle	Director	4.90	665.00	3,258.50
Marc E Landy	Director	172.70	665.00	114,845.50
Mercedes Arango	Director	122.80	665.00	81,662.00
Matthew Cohen	Managing Director	7.90	880.00	6,952.00
Harvey Kelly	Managing Director	72.20	920.00	66,424.00
Alan Holtz	Managing Director	32.50	920.00	29,900.00
Total Hours & Fees		<u>1,065.60</u>		<u>574,586.00</u>
Less 50% Non-Working Travel (Billed at 50%)				(6,688.50)
Subtotal				<u>567,897.50</u>
Electronic Discovery Services				67,230.00
Subtotal				<u>635,127.50</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



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Less 20% Hold Back Fee	(127,025.50)
Subtotal	<u>508,102.00</u>
Expenses	<u>9,310.92</u>
Total Amount Due	<u>USD 517,412.92</u>



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Residential Capital UCC
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Project Code	Description	Amount
007351.00001	Engagement Planning	17,293.50
007351.00002	Business Analysis	8,783.00
007351.00003	DIP Financing	7,254.50
007351.00005	Prospective Financials	12,594.50
007351.00006	Cash Management	5,306.00
007351.00007	Employee Issues	38,397.50
007351.00010	Claims & Recoveries	6,014.50
007351.00011	Misc. Motions	197,064.50
007351.00012	Proposed Asset Sales	5,830.50
007351.00015	UCC Meetings	44,148.00
007351.00017	RMBS Settlement	23,644.50
007351.00020	Forensic Investigation - General	173,739.00
007351.00023	Ediscovery Consulting	9,527.50
007351.00024	Ediscovery Processing & Hosting	67,230.00
007351.00090	Billing and Retention	11,611.50
007351.00091	Non Working Travel (Billed at 50%)	6,688.50
Total Fees Incurred		635,127.50



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Expenses	Amount
Airfare	2,796.70
Airfare Service Charge	105.00
Cab Fare/Ground Transportation	286.52
Conference Calls	42.63
Lodging	5,133.84
Meals & Tips	508.35
Mileage	149.88
Parking & Tolls	<u>288.00</u>
Total Disbursements	9,310.92



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Residential Capital UCC
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New York, NY 10036

Invoice # 2041846-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
06/01/12	MEL	Call with professionals from UCC and debtors regarding requests and open item reporting.	0.50
06/01/12	AH	Call w/ FTI and other advisors re: data request protocol	0.60
06/01/12	ST	Draft schedule of open due diligence items for the Debtor.	0.60
06/01/12	ST	Participate on call with debtor advisors and UCC advisors to discuss information request process and status.	0.50
06/01/12	MEL	Develop open item reporting template.	2.50
06/02/12	MEL	Comment on open item status reporting	1.20
06/06/12	MA	Meeting with engagement team, including M. Eisenberg, to discuss status of various work streams, bankruptcy examiner motion and next steps.	1.00
06/06/12	ST	Meet with M.Landy and M. Eisenberg from AlixPartners to discuss project plan and coordination.	0.90
06/06/12	MSE	Discussion with M. Arango and M. Landy from Alix team to lay out work plans for certain docket items.	0.90
06/08/12	ST	Review open items list.	0.40
06/08/12	MA	Engagement team meeting with M. Landy and M. Eisenberg to discuss status on various motions.	1.00
06/11/12	ST	Reconcile open item list.	0.90
06/11/12	MA	Reviewed AlixPartners summary of status of document request list and work streams on various motions.	1.50
06/11/12	TMT	Updating of document request list	1.20
06/14/12	ST	Meet with AlixPartners team to discuss project plan and responsibilities.	0.40
06/14/12	AH	Meet w/ M. Landy re: staffing and work in process	0.20
06/19/12	LS	Participate in part of team meeting led by M. Arango to debrief after this morning's update call and allocate work responsibilities.	0.50
06/19/12	MA	Meetings with engagement team, including L. Schulman and T. Toaso, to discuss pending motions, work streams and deliverables.	0.80



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Invoice # 2041846-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
06/19/12	TMT	Meetings with engagement team, including L. Schulman and M. Arango, to discuss pending motions, work streams and deliverables.	0.80
06/24/12	AH	Provide comments re: revised work plan to M. Landy	0.20
06/24/12	AH	Review revised FA workplan.	0.20
06/24/12	MEL	Edit proposed work stream planning document	0.90
06/24/12	MEL	Analyze debtor's assets and liabilities to develop work plan.	2.50
06/24/12	MEL	Alixpartners team planning call with M. Arango	1.00
06/24/12	MEL	Prepare work stream outline.	0.30
06/24/12	MA	Work on revised AP work plan.	1.00
06/25/12	MA	Meeting with M. Landy and H. Kelly to discuss revised work plan and next steps.	0.50
06/25/12	MA	Participate on part of UCC call to discuss Moelis and AP revised work plans.	0.30
06/25/12	ST	Participate on call with D. Mannal, R. Ringer, S. Zide (KL), Moelis, and AP team including M. Landy and M. Arango to discuss engagement work plans.	0.70
06/25/12	MEL	Meeting with M. Arango and H. Kelly to discuss revised work plan and next steps.	0.50
06/25/12	MEL	Call with D. Mannal, R. Ringer, S. Zide from Kramer Levin to discuss work plan.	0.30
06/25/12	TMT	Participate on UCC Work plan call with D. Mannal, R. Ringer, S. Zide (KL) & professionals from Moelis	0.60
06/26/12	MA	Discussions with engagement team on status of various work streams and next steps.	0.50
06/27/12	ST	Meet with A. Holtz and M. Eisenberg to discuss engagement work streams.	0.80
06/27/12	MSE	Meeting with A. Holtz and S. Tandberg to discuss current engagement planning.	0.80
06/27/12	AH	Meet with team, including S. Tandberg and M. Eisenberg, to discuss work in process and plan roles	0.80



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Invoice # 2041846-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
06/29/12	HK	Consult with Jared Dermont (Moelis) regarding coordination of various financial analyses.	0.30
Total Hours			28.60



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Invoice # 2041846-1

Re: Engagement Planning
Client/Matter # 007351.00001

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.30	920.00	276.00
Alan Holtz	2.00	920.00	1,840.00
Marc E Landy	9.70	665.00	6,450.50
Mercedes Arango	6.60	665.00	4,389.00
Todd Toaso	2.60	455.00	1,183.00
Scott Tandberg	5.20	455.00	2,366.00
Lauren Schulman	0.50	405.00	202.50
Michael S Eisenberg	1.70	345.00	586.50
Total Hours & Fees	28.60		17,293.50



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Residential Capital UCC
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Invoice # 2041846-2

Re: Business Analysis
Client/Matter # 007351.00002

Date	Consultant	Description of Services	Hours
06/01/12	ST	Participate on call with M. Landy and T. Toaso from AlixPartners to discuss merged request list.	0.40
06/04/12	ST	Research Whitlinger affidavit for business segment details.	1.80
06/06/12	ST	Participate in meeting between ResCap debtors and advisors.	1.40
06/06/12	ST	Prepare for meeting between ResCap debtors and advisors.	1.60
06/08/12	ST	Review KL case status update to UCC.	0.90
06/08/12	ST	Research historical cash flow statements for Ally and Rescap.	1.40
06/12/12	ST	Draft Rescap update summary for A. Holtz at AlixPartners.	0.50
06/15/12	ST	Review KL Rescap overviews and updates.	0.70
06/27/12	ST	Review ResCap case update from KL.	0.50
06/28/12	ST	Review Aurelius letter to junior secured note holders.	0.40
06/28/12	ST	Review visual outline of the business.	1.20
06/28/12	AH	Prepare chart of company operations from first day affidavit	2.40
06/28/12	ST	Create visual outline of the business.	1.30
06/28/12	MSE	Review of changes made to origination / brokering agreements between Ally and ResCap	3.10
Total Hours			17.60



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Invoice # 2041846-2

Re: Business Analysis
Client/Matter # 007351.00002

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.40	920.00	2,208.00
Scott Tandberg	12.10	455.00	5,505.50
Michael S Eisenberg	3.10	345.00	1,069.50
Total Hours & Fees	17.60		8,783.00



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Invoice # 2041846-3

Re: DIP Financing
Client/Matter # 007351.00003

Date	Consultant	Description of Services	Hours
06/01/12	ST	Research DIP budget and financing assumptions.	0.80
06/01/12	HK	Comment on revised DIP and Sales process issues.	0.30
06/01/12	MA	Review of Moelis presentation on proposed DIP facility.	0.50
06/02/12	ST	Participate on call with Moelis and CV to discuss DIP budget and financing.	0.50
06/02/12	MEL	DIP review call with FTI and Centerview	0.50
06/02/12	ST	Research DIP budget presentation.	0.70
06/04/12	ST	Review DIP budget supporting schedules and roll forwards.	1.40
06/04/12	ST	Research re: DIP budget supporting schedules and roll forwards.	1.30
06/07/12	ST	Review borrowing base roll forwards.	0.80
06/07/12	ST	Review DIP financing presentation and waterfall.	0.80
06/10/12	ST	Call with Moelis and KL (including S. Zide) to discuss DIP motion.	0.80
06/10/12	ST	Review DIP motion and exhibits.	0.30
06/11/12	ST	Review S&P ratings report for ResCap DIP financing.	0.40
06/12/12	ST	Review DIP budget borrowing base calculations.	0.50
06/12/12	MSE	Prepare agenda for tomorrow's DIP meeting with FTI.	2.20
06/14/12	ST	Draft language for consultation and reporting rights.	0.60
06/14/12	MA	Review of Kramer Levin UCC updates on upcoming motion - DIP	0.70
06/14/12	MEL	Discuss DIP budget motion with Kramer Levin	0.40
06/14/12	ST	Participate on call with S. Zide, E. Daniels, J. Amster and K. Chin from KL to discuss DIP reporting requirements.	0.40
06/15/12	ST	Comment on proposed language regarding UCC reporting requirements.	0.40
06/15/12	ST	Call with FTI regarding variance reporting.	0.40
06/15/12	ST	Revise updated reporting proposal.	0.50
Total Hours			15.20



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Residential Capital UCC
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1177 Avenue of the Americas
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Invoice # 2041846-3

Re: DIP Financing
Client/Matter # 007351.00003

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.30	920.00	276.00
Marc E Landy	0.90	665.00	598.50
Mercedes Arango	1.20	665.00	798.00
Scott Tandberg	10.60	455.00	4,823.00
Michael S Eisenberg	2.20	345.00	759.00
Total Hours & Fees	15.20		7,254.50



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Invoice # 2041846-4

Re: Prospective Financials
Client/Matter # 007351.00005

Date	Consultant	Description of Services	Hours
06/11/12	ST	Call with M. Renzi from FTI to discuss DIP budget review.	0.40
06/12/12	MSE	Initial review of DIP Budget forecast.	1.20
06/13/12	MSE	Meeting with FTI on DIP Budget projections.	4.60
06/13/12	MSE	Initial analysis of DIP budget forecast.	1.90
06/13/12	AH	Meeting w/ Debtor advisors (FTI / Centerview) re: DIP forecast	2.00
06/13/12	ST	Meeting with FTI and Moelis to review DIP budget and waterfall.	4.30
06/13/12	ST	Review DIP assumptions in preparation for FTI meeting.	1.20
06/14/12	ST	Call with FTI to discuss support for DIP budget and scheduling.	0.60
06/25/12	MSE	Review DIP Budget forecast submitted by FTI.	0.80
06/26/12	MSE	Review updated DIP Projections and variances.	2.90
06/26/12	MSE	Meeting with FTI to discuss DIP cash flow projections and variances.	3.60
06/27/12	MSE	Developed presentation on DIP cash flow projection analysis.	7.20
06/27/12	MSE	Call with FTI to discuss DIP projection questions.	0.40
Total Hours			31.10



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Invoice # 2041846-4

Re: Prospective Financials
Client/Matter # 007351.00005

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.00	920.00	1,840.00
Scott Tandberg	6.50	455.00	2,957.50
Michael S Eisenberg	22.60	345.00	7,797.00
Total Hours & Fees	31.10		12,594.50



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Invoice # 2041846-5

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
06/01/12	ST	Update cash management presentation deck for KL comments.	0.70
06/01/12	ST	Read KL cash management motion review including edits.	0.70
06/01/12	ST	Review cash management deck.	0.60
06/01/12	ST	Update cash management deck.	0.70
06/04/12	ST	Participate on call with E. Daniels to discuss status of cash management requests.	0.40
06/05/12	ST	Correspond with Elan Daniels regarding cash management motion and open issues.	0.80
06/05/12	ST	Review KL cash management update.	0.30
06/12/12	ST	Call with E. Daniels from KL to discuss outstanding cash motion issues.	0.40
06/19/12	ST	Review misdirect transfer notice from Mofo.	0.40
06/26/12	ST	Review 5 week Rescap variances to DIP budget.	0.80
06/26/12	ST	Review revised Rescap cash forecast.	1.20
06/26/12	ST	Meeting with FTI to cash forecasting support and process.	3.40
06/28/12	MSE	Analysis of misdirected payment to Debtors.	0.70
06/28/12	MA	Research on Ally payment error (Morgan Stanley related payments) for response to Kramer.	0.50
Total Hours			11.60



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Invoice # 2041846-5

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Mercedes Arango	0.50	665.00	332.50
Scott Tandberg	10.40	455.00	4,732.00
Michael S Eisenberg	0.70	345.00	241.50
Total Hours & Fees	11.60		5,306.00



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Invoice # 2041846-6

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
06/03/12	MEL	Call with J. Sharret, S. Zide and R. Ringer from Kramer Levin to discuss wage and benefit motion.	0.50
06/03/12	MSE	Telephonic call with Kramer Levin (SZ, JS, RR) to discuss wage and benefit motion.	0.60
06/04/12	MEL	Call with FTI and MoFo (and KL) to discuss wage and benefit motion.	0.50
06/04/12	MEL	Analysis of wages and benefits in connection with proposed motion.	1.60
06/04/12	TMT	Analysis of employee data related to wage motion	2.30
06/04/12	TMT	Preparation of materials to summarize wage motion position	3.70
06/04/12	MEL	Review wages and benefits summary prepared for counsel.	0.60
06/04/12	MEL	Edit wages and benefits summary prepared for counsel.	0.60
06/05/12	MEL	Edit wage motion.	1.10
06/05/12	TMT	Analysis of employee data related to wage motion	2.60
06/05/12	TMT	Preparation of materials to summarize wage motion position	1.30
06/05/12	MEL	Review wage motion.	1.20
06/05/12	MEL	Discuss wage motion with Kramer Levin team.	0.40
06/06/12	MEL	Discussion with Steven Zide regarding wage motion proposal.	0.20
06/06/12	TMT	Analysis of employee data related to wage motion	3.50
06/06/12	HK	Analyze AlixPartners wage motion analysis	0.80
06/06/12	MEL	Analyze wage data to develop severance limitation.	0.50
06/06/12	TMT	Preparation of materials to summarize wage motion position	2.50
06/07/12	TMT	Analysis of employee data related to wage motion	1.10
06/07/12	MEL	Analysis of payroll data to propose severance limits.	1.30
06/07/12	MEL	Discuss analysis of payroll data with Stephen Zide.	0.40
06/08/12	TMT	Analysis of employee data related to wage motion	1.90
06/10/12	MEL	Mark-up wage motion.	0.20
06/10/12	MEL	Discuss wage motion with Zide and Ringer	0.30



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Invoice # 2041846-6

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
06/21/12	ST	Meet with AlixPartners team to discuss employee compensation plans and KEIP/KERP.	0.60
06/21/12	TMT	Call with FTI concerning KEIP and KERP	0.60
06/21/12	TMT	Review of KEIP and KERP materials	1.30
06/21/12	MEL	Call with Kramer team to discuss KEIP/KERP	0.30
06/21/12	MEL	KEIP/KERP call with Company and advisors.	0.60
06/25/12	MEL	Call with S. Zide to discuss KEIP and KERP plans.	1.60
06/25/12	TMT	Call with Stephen Zide regarding new KEIP / KERP document production	0.80
06/25/12	TMT	Call with Kramer Levin team (including S. Zide, J. Sharret, and R. Ringer) regarding new KEIP / KERP document production	0.70
06/25/12	TMT	Analysis of new production of KEIP / KERP documents	2.50
06/26/12	TMT	KEIP / KERP call with counsel (R. Ringer)	0.90
06/26/12	ST	Discuss Rescap proposed KEIP/KERP with AlixPartners team (T. Toaso and M. Eisenberg)	0.80
06/26/12	ST	Call with KL and AP team to discuss KEIP/KERP.	0.50
06/26/12	ST	Review KEIP/KERP materials.	1.10
06/26/12	MSE	Meeting with team (T. Toaso and S. Tandberg) to discuss employee incentive plans.	1.10
06/26/12	AH	Conference call w/ Kramer Levin re: KEIP/KERP	0.40
06/27/12	AH	Meet w/ S. Tandberg re: KERP/KEIP	1.30
06/27/12	AH	Conference call w/ Kramer Levin re: KERP/KEIP	0.40
06/27/12	AH	Review FTI and Mercer documents and supporting Excel schedules re: KERP/KEIP	2.40
06/27/12	TMT	Internal KEIP / KERP meeting with S. Tandberg	0.80
06/27/12	HK	Convey concerns about KEIP/KERP proposals to Holtz.	0.30
06/27/12	ST	Update KEIP/KERP request list for KL comments.	0.40
06/27/12	ST	Call with KL to discuss KEIP/KERP requests.	0.70
06/27/12	ST	Meet with T. Toaso to discuss proposed KEIP/KERP and	0.90



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Invoice # 2041846-6

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
		related issues.	
06/27/12	ST	Revise payroll and KEIP/KERP requests based upon AP comments.	1.50
06/27/12	ST	Create KEIP request and question list and inventory requested items.	3.40
06/28/12	ST	Call with FTI, Mofo, and KL to discuss KEIP/KERP initial issues.	0.80
06/28/12	AH	Conference call w/ FTI, MoFo and Kramer Levin re: initial reactions to KERP/KEIP	0.80
06/28/12	ST	Review debtor KEIP/KERP information.	0.90
06/29/12	AH	Call w/ MoFo, FTI and management re: KEIP/KERP questions	2.00
06/29/12	AH	Call w/ Mercer re: KEIP/KERP	1.10
06/29/12	ST	Review revised KEIP/KERP participant information.	0.40
06/29/12	ST	Revise updated KEIP/KERP request list.	1.50
06/29/12	ST	Call with Mercer and FTI to discuss Mercer analysis of KEIP/KERP program.	1.60
06/29/12	ST	Call with Rescap management, FTI, and AP team to discuss KEIP/KERP questions.	1.90
06/29/12	ST	Summarize Rescap and Mercer responses to KEIP/KERP diligence questions.	1.80
06/29/12	ST	Review payroll related docket filings.	0.60
06/29/12	ST	Call with A. Holtz from AP to discuss revision to KEIP/KERP requests and presentation.	0.60
Total Hours			69.60



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Invoice # 2041846-6

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	1.10	920.00	1,012.00
Alan Holtz	8.40	920.00	7,728.00
Marc E Landy	11.90	665.00	7,913.50
Todd Toaso	26.50	455.00	12,057.50
Scott Tandberg	20.00	455.00	9,100.00
Michael S Eisenberg	1.70	345.00	586.50
Total Hours & Fees	69.60		38,397.50



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Invoice # 2041846-7

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
06/13/12	AH	Meeting w/ Debtor advisors (FTI / Centerview) re: claims waterfall analysis	1.70
06/15/12	AH	Follow-up meeting w/ S. Tandberg and M. Eisenberg re: claims/recovery model and other work in process	0.50
06/21/12	ST	Call with Moelis and Houlihan to discuss Houlihan waterfall analysis.	0.60
06/21/12	MSE	Call with Houlihan Lokey and Moelis on Waterfall.	0.60
06/21/12	AH	Call w/ Houlihan et al. re: waterfall analysis	0.40
06/24/12	ST	Create schedule of estimated ResCap liabilities.	0.60
06/24/12	ST	Research estimated ResCap liabilities.	0.60
06/24/12	MSE	Call with Moelis to discuss Waterfall distribution.	0.80
06/24/12	TMT	Development of presentation covering assets, liabilities, and potential waterfall of distributions	2.60
06/25/12	TMT	Analysis of 2011 and 2012 liabilities	2.50
Total Hours			10.90



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Invoice # 2041846-7

Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.60	920.00	2,392.00
Todd Toaso	5.10	455.00	2,320.50
Scott Tandberg	1.80	455.00	819.00
Michael S Eisenberg	1.40	345.00	483.00
Total Hours & Fees	10.90		6,014.50



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/01/12	MEL	Review FTI responses regarding special servicing motion.	1.40
06/01/12	ST	Review shared services motion.	2.80
06/01/12	ST	Participate on call with Mofo and S. Zide from KL regarding shared services motion.	0.50
06/03/12	MEL	Analysis of EAF facility following call with FTI and Kramer Levin.	0.50
06/03/12	MEL	Call with FTI and Kramer Levin to discuss EAF facility.	0.50
06/04/12	MEL	Call with Parsons of Moelis to discuss FNMA EAF.	0.30
06/04/12	MEL	Discussion with KL regarding servicing motion.	0.50
06/04/12	MEL	Analyze debtor's and Ally's 10-K's in connection with Fannie Mae Early Advance Facility.	1.90
06/04/12	ST	Participate on call with FTI regarding shared serving motion requests.	0.30
06/04/12	ST	Prepare for call with FTI regarding shared serving motion requests.	0.20
06/04/12	ST	Reconcile motions review open items list with A. Holtz.	0.80
06/04/12	MSE	Prepared analysis relating to EAF Facility motion.	2.20
06/04/12	MEL	Call with Renzi of FTI to discuss open items.	0.20
06/04/12	AH	Meet w/ S. Tandberg re: work in process for various motions	0.80
06/04/12	MSE	Prepared analysis of Loss Mitigation and Settlement Procedure motions.	2.40
06/04/12	MSE	Analyze financial statements in connection with Fannie Mae Early Advance Facility.	1.60
06/05/12	MSE	Call with Brian McDonald of FTI regarding diligence requests.	0.60
06/05/12	MSE	Discuss with counsel diligence materials provided with respect to loss mitigation.	0.80
06/05/12	AH	Calls w/ M. Renzi (FTI) and D. Mannal (KL) re: sub-servicing motion	0.40
06/05/12	AH	Discuss Sub-servicing motion w/ M. Landy, M. Eisenberg	0.40



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/05/12	MSE	Edit analysis of Settlement Procedures motion.	2.20
06/05/12	MSE	Edit analysis of Loss Mitigation historical amounts.	2.40
06/05/12	HK	Review draft UCC Omnibus Objection.	0.60
06/05/12	HK	Review Motion to appoint Examiner.	0.60
06/05/12	MEL	Discuss with counsel, diligence materials provided with respect to loss mitigation and claims.	0.80
06/05/12	MEL	Prepare loss mitigation analysis for review by counsel.	1.40
06/05/12	ST	Reconcile shared services report data with proposed agreement.	2.40
06/05/12	ST	Review Mofo response to question regarding IT cost allocation in shared services motion.	0.30
06/05/12	ST	Research sales motion schedule G calculations and allocations.	1.10
06/05/12	ST	Draft summary of shared services pricing development and comparison.	0.60
06/05/12	ST	Participate on call with FTI, Mofo, and KL to discuss status of shared services due diligence.	0.40
06/05/12	ST	Reconcile May shared services invoice by functional area to shared services motion.	0.60
06/05/12	ST	Prepare for call with Mofo, FTI, and KL to discuss shared services pricing and agreement negotiations.	0.40
06/05/12	ST	Review tax and fee motion.	0.90
06/05/12	MEL	Review diligence materials provided with respect to loss mitigation and claims.	1.30
06/05/12	MEL	Call with Brian McDonald of FTI regarding diligence requests	0.60
06/05/12	MEL	Review tax related motion at request of Kramer Levin.	0.70
06/05/12	MEL	Discuss tax related motion with R. Ringer of Kramer Levin.	0.30
06/05/12	ST	Participate on call with Mofo, FTI, and KL to discuss shared services pricing and agreement negotiations.	0.50
06/06/12	MEL	Call with FTI to discuss loss mitigation.	0.40



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/06/12	MEL	Discussion with ME, MA and TT to lay out work plan for June 18th docket items.	0.90
06/06/12	MEL	Call with Elan Daniels to discuss tasks on sub serving motion.	0.60
06/06/12	ST	Review motion issues and positions in preparation for UCC meeting.	1.20
06/06/12	ST	Research pre-petition obligation payment provision in servicing motions.	0.60
06/06/12	ST	Meet with AlixPartners team to discuss Berkshire examiner motion.	0.40
06/06/12	MSE	Prepare analysis of origination motion.	2.10
06/06/12	MSE	Prepare analysis of servicing motions.	2.60
06/06/12	MA	Review of BH motion for appointment of bankruptcy examiner.	1.00
06/06/12	MSE	Follow-up call with FTI to discuss Loss Mitigation.	0.30
06/06/12	MSE	Call with Kramer Levin to discuss tasks on sub servicing motion.	0.60
06/06/12	MEL	Call with Debtor, and MoFo to discuss FreddieMac servicing standards.	0.50
06/06/12	MEL	Follow-up call with FTI to discuss loss mitigation.	0.30
06/06/12	HK	Consult with Doug Mannal (Kramer Levin) re: Examiner motion.	0.40
06/06/12	HK	Analyze AlixPartners shared services analysis.	0.70
06/07/12	MEL	Call with Elan Daniels regarding mitigation procedures.	0.50
06/07/12	MEL	Analysis of expenses associated with mitigation procedures.	0.70
06/07/12	MEL	Call with Brian McDonald of FTI regarding mitigation procedures.	0.30
06/07/12	MEL	Compare drafts of proposed 2004 motion for Cerberus and AFI.	0.30
06/07/12	MSE	Follow-up call with Kramer Levin regarding mitigation procedures.	0.50



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/07/12	MSE	Perform analysis of GA servicing motions.	3.20
06/07/12	MSE	Perform analysis of expenses associated with mitigation procedures.	1.80
06/07/12	MSE	Call with FTI regarding mitigation procedures.	0.30
06/07/12	MSE	Review sub servicing motion.	1.30
06/07/12	MSE	Review servicing agreements between Debtor and Ally Financial.	2.10
06/07/12	MSE	Review motion review open item status list.	0.60
06/07/12	MSE	Call with Kramer Levin regarding mitigation procedures.	0.40
06/07/12	MEL	Compile a list of proposed documents for a 2004 subpoena for AFI/Cerberus.	1.30
06/07/12	MEL	Review sub servicing motion.	1.30
06/07/12	ST	Meet with M. Landy and M. Eisenberg to review subservicing motions.	0.90
06/07/12	ST	Review UCC omnibus response to the first day's motions.	0.50
06/07/12	ST	Research origination and repo motion.	1.60
06/07/12	ST	Research Debtors' subservicing motion.	1.40
06/07/12	MEL	Review motion review open item status list.	0.60
06/07/12	MEL	Call with Rachel Feinberg to discuss documents to be included in 2004 subpoena.	0.40
06/07/12	MEL	Review draft of proposed 2004 motion for AFI	0.70
06/07/12	MEL	Review draft of proposed 2004 motion for Cerberus	0.70
06/07/12	MEL	Call with Doug Mannal and Elan Daniels regarding mitigation procedures.	0.40
06/08/12	MEL	Review draft of servicing motion	1.20
06/08/12	ST	Review KL draft final orders.	0.80
06/08/12	MEL	Meeting at MoFo to discuss servicing motions.	0.80
06/08/12	MSE	Review draft of proposed servicing motions.	0.80
06/08/12	MSE	Call with Kramer Levin to follow-up FHLMC call.	0.20
06/08/12	MSE	Call with MoFo and Kramer Levin to discuss servicing	1.90



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		motions.	
06/08/12	MSE	Meeting with MoFo to discuss the servicing motions.	0.80
06/08/12	MSE	Call with Debtor, Freddie Mac, MoFo and KL to discuss FHLMC servicing metrics.	0.90
06/08/12	MA	Reviewed draft 2004 motions for Ally and Cerberus.	1.00
06/08/12	MA	Reviewed ResCap loss mitigation procedures motion.	1.00
06/08/12	MEL	Call with debtor, Freddie Mac, MoFo and KL to discuss FMAC servicing metrics	0.90
06/08/12	MEL	Call with MoFo and Kramer Levin to discuss servicing motions.	1.90
06/08/12	MEL	Call with Elan Daniels of KL to follow-up FMAC call.	0.20
06/08/12	HK	Review updated Examiners' Motion.	0.40
06/10/12	HK	Review draft UCC Examiner Motion objection.	0.30
06/10/12	TMT	Analysis of critical vendor data	1.40
06/10/12	MSE	Follow up call with Kramer Levin to discuss settlements and loss mitigation motions.	0.60
06/10/12	MSE	Draft email to prepare request list of documents from FTI on motions.	0.50
06/10/12	MSE	Call with Debtor, MoFo, FTI and Kramer Levin to discuss settlements and loss mitigation limits.	1.70
06/10/12	MEL	Call with the company, MoFo, FTI and KL to discuss settlements and loss mitigation	1.70
06/10/12	MEL	Draft e-mail to request follow-up info from FTI on motions	0.80
06/10/12	MEL	Follow up call with KL to discuss settlements and loss mitigation.	0.50
06/10/12	ST	Review draft response to examiner motion.	0.40
06/11/12	ST	Review critical vendor listing and justifications.	0.70
06/11/12	MEL	Call with company, Freddie Mac, MoFo and KL.	0.50
06/11/12	MEL	Review open item list on motion review	0.60
06/11/12	MEL	Review analysis of UPB related to junior liens.	1.50



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/11/12	MEL	Call to discuss Examiner motion.	0.40
06/11/12	MEL	Review critical vendor support schedule	1.10
06/11/12	MEL	Discuss Freddie Mac metrics with Elan Daniels.	0.50
06/11/12	MEL	Review analysis of GSE representation and warranty repurchases.	1.40
06/11/12	ST	Provide comments on Moelis draft declaration.	0.30
06/11/12	ST	Review Moelis draft declaration.	0.30
06/11/12	ST	Review serviced loan balances and segments.	0.70
06/11/12	ST	Meet with AlixPartners team (ML and ME) to review case status and motion open items	1.60
06/11/12	MA	Reviewed UCC response to bankruptcy examiner motion.	1.00
06/11/12	MA	Reviewed Master Securities Forward Transaction Agreement between Ally and GMACM.	1.00
06/11/12	MSE	Review analysis of representations and warranties motions with financial statements.	2.10
06/11/12	MSE	Call with Debtor, Freddie Mac, Kramer Levin and MoFo.	0.50
06/11/12	MSE	Review analysis of UPB related to junior liens.	1.50
06/11/12	MSE	Call with Kramer Levin to discuss motion status.	0.40
06/11/12	MSE	Prepare for call with Debtor, Freddie Mac, Kramer Levin and MoFo.	0.70
06/11/12	MSE	Prepare analysis of representation and warranties motions.	3.80
06/11/12	TMT	Documentation of critical data requests	0.40
06/11/12	HK	Analyze revised UCC response to Examiner Motion.	0.30
06/11/12	TMT	Analysis of critical vendor data	2.10
06/12/12	TMT	Discussion with Brian McDonald of FTI regarding critical vendor requests	0.20
06/12/12	HK	Analyze Kramer Levin prepared summary of Objections to Motions schedule for 6/18/12.	0.50
06/12/12	MSE	Edit representations and warranties analysis.	1.20
06/12/12	MSE	Perform analysis of GNMA origination agreements and	1.60



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		economics.	
06/12/12	MSE	Discuss follow-up to the origination motion diligence with ST	0.80
06/12/12	MSE	Assist M. Landy with preparation for following day FTI meeting.	0.60
06/12/12	MSE	Analyze sub servicing motion.	1.20
06/12/12	MSE	Call with Kramer Levin to discuss status of analysis on motions.	0.60
06/12/12	MSE	Perform analysis of GA servicing motion.	0.80
06/12/12	MEL	Prepare agenda for FTI meeting on motions	1.60
06/12/12	MEL	Respond to Kramer Levin questions related to motions.	1.40
06/12/12	ST	Meeting with M. Eisenberg to discuss motion review status.	0.80
06/12/12	ST	Review critical vendor list	0.70
06/12/12	ST	Prepare for call with B. McDonald from FTI and T. Toaso to discuss open questions and requests.	0.40
06/12/12	ST	Participate on call with B. McDonald from FTI and T. Toaso to discuss open questions and requests.	0.20
06/12/12	ST	Review objections filed to June 18th motions.	1.40
06/12/12	ST	Review debtor information requests.	0.80
06/12/12	ST	Review loan tapes and schedules.	1.80
06/12/12	ST	Compile schedule comparing servicing platform data from loan tapes to debtor presentations.	1.90
06/13/12	ST	Meet with M. Landy and M. Eisenberg to discuss FTI meeting and motion status.	0.60
06/13/12	ST	Call with Moelis and KL regarding outstanding motion review open items.	0.60
06/13/12	ST	Follow-up call with KL regarding debtor responses re: motions.	0.40
06/13/12	ST	Call with KL, Mofo, and FTI to discuss outstanding information requests related to sub-servicing and origination/brokering motions.	1.50



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Date	Consultant	Description of Services	Hours
06/13/12	ST	Call with Moelis and KL to discuss sub-servicing and origination/brokering motions.	0.40
06/13/12	ST	Review UCC objection to origination and Ally servicing motions.	0.80
06/13/12	MEL	Review status of open requests following meeting at FTI w. S. Tandberg and M. Eisenberg.	0.50
06/13/12	MEL	Call with Moelis and Kramer Levin regarding post-petition Ally/ResCap	0.60
06/13/12	MEL	Call FTI, MoFo and Kramer regarding motions.	0.40
06/13/12	MEL	Call with E. Daniels to discuss status of open requests with FTI.	0.30
06/13/12	MEL	Call with FTI and company to discuss key vendor payments.	0.50
06/13/12	MSE	Call with Kramer Levin and MoFo to discuss sub-servicing motion.	0.50
06/13/12	MSE	Follow-up call with Kramer Levin on sub-servicing motions.	0.60
06/13/12	MSE	Call with MoFo, Kramer Levin and FTI on outstanding motion requests.	2.20
06/13/12	MSE	Meeting with S. Tandberg and M. Landy to discuss motions.	0.60
06/13/12	MSE	Prepare for meeting with Alix team to discuss motions.	0.70
06/13/12	TMT	Analysis of ResCap sub-servicing profitability	2.10
06/14/12	AH	Discuss sub-servicing motion issues with S. Tandberg.	0.30
06/14/12	TMT	Communication with FTI regarding sub-servicing profitability	0.30
06/14/12	TMT	Review of sub-servicing economic analysis	1.30
06/14/12	AH	Discuss sub-servicing motion issues with M. Renzi (FTI)	0.30
06/14/12	AH	Review sub-servicing motion issues prior to discussions with M. Landy and M. Renzi	0.20
06/14/12	HK	Supervise various aspects of first day motion response efforts on sub-servicing.	0.40
06/14/12	TMT	Review of ResCap servicing relationship with Government Sponsored Agencies	1.90



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Date	Consultant	Description of Services	Hours
06/14/12	MSE	Call with FTI on document request list.	0.30
06/14/12	MSE	Edit presentation on Reps and Warranty obligations of GSE loans.	2.30
06/14/12	MSE	Call with Moelis on servicing motion.	0.20
06/14/12	MSE	Call with FTI on repurchase obligations.	0.60
06/14/12	MSE	Perform analysis of GNMA repurchase obligations.	1.80
06/14/12	MSE	Analyze sub servicing pro-forma profit and loss analysis provided by FTI.	3.40
06/14/12	MSE	Call with Kramer Levin on sub servicing economics.	0.20
06/14/12	MSE	Call with FTI on sub servicing economics.	0.60
06/14/12	TMT	Conference call with Debtor personnel regarding sub-servicing profitability	1.20
06/14/12	MA	Review of Kramer Levin UCC updates on upcoming motion - cash collateral order	0.60
06/14/12	MA	Review of ResCap depositions related to upcoming motions.	0.80
06/14/12	MEL	Call with Elan Daniels to discuss sub-servicing motion.	0.20
06/14/12	MEL	Call with Mark Renzi of FTI on economics of sub-servicing.	0.30
06/14/12	MEL	Call with Kramer Levin and Moelis to discuss sub-servicing.	0.40
06/14/12	MEL	Update Kramer Levin (Mannal and Daniels) on status of FTI requests	0.40
06/14/12	MEL	Discuss economics of sub-servicing with Moelis.	0.20
06/14/12	MEL	Analysis of provided materials related to sub-servicing economics.	3.50
06/14/12	MEL	Meet with Alan Holtz to discuss sub-servicing motion	0.30
06/14/12	MEL	Call with Brian McDonald of FTI to discuss status of open requests.	0.10
06/14/12	MEL	Status call on sub-servicing with Doug Mannal and Elan Daniels.	0.30
06/14/12	ST	Revise repurchase obligation presentation.	0.80
06/14/12	ST	Call with KL and Moelis to discuss cash variance reporting	0.60



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Date	Consultant	Description of Services	Hours
		and forecast consultation rights.	
06/14/12	ST	Review loss mitigation support from FTI.	0.60
06/14/12	ST	Call with E. Daniels from KL to discuss Fannie and Freddie repurchase caps.	0.50
06/14/12	ST	Research historical and forecast GSE loan repurchases.	1.30
06/15/12	ST	Review DOJ / Ally settlement materials and economics.	1.10
06/15/12	ST	Call with Moelis and AP team to discuss support for brokering and subservicing profitability.	1.70
06/15/12	ST	Review subservicing and origination support.	0.30
06/15/12	ST	Review subservicing P&L support and references.	1.00
06/15/12	ST	Call with FTI, AlixPartners, and Moelis to discuss origination and subservicing schedules.	0.70
06/15/12	ST	Follow up call with M. Eisenberg to discuss subservicing and origination support.	0.30
06/15/12	ST	Call with Mofo and KL to discuss subservicing and origination motion issues.	1.00
06/15/12	ST	Call with M. Landy from AlixPartners to discuss status of motion review.	0.20
06/15/12	MEL	FTI call with Renzi regarding motions.	0.70
06/15/12	MEL	Conference call with Centerview and FTI	0.80
06/15/12	MEL	Call with Mark Renzi of FTI on open item status	0.10
06/15/12	MEL	Review draft Cerberus subpoena	0.30
06/15/12	MEL	Follow-up with Kramer after FTI call re: sub servicing.	0.30
06/15/12	MEL	Motion status call with Elan Daniels of Kramer Levin to discuss open items.	0.30
06/15/12	MEL	Motion status call with Landon Parsons of Moelis.	0.20
06/15/12	MEL	Call with Centerview to discuss motion.	0.90
06/15/12	MEL	Sub-servicing motion discussion call with Landon Parsons of Moelis.	0.20
06/15/12	MEL	Call with FTI to discuss sub-servicing motion.	0.20



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Date	Consultant	Description of Services	Hours
06/15/12	MEL	Call with FTI and company regarding sub-servicing and origination	1.00
06/15/12	MEL	Update Scott Tandberg on motion status	0.20
06/15/12	MSE	Follow-up discussion with S. Tandberg to call with Centerview and FTI.	0.30
06/15/12	MSE	Meeting with team to discuss GNMA originations.	0.90
06/15/12	MSE	Call with FTI on origination projections.	0.70
06/15/12	MSE	Call with Moelis discussing origination profit and loss analysis.	0.70
06/15/12	MSE	Analyze origination profitability schedule sent by FTI.	2.30
06/15/12	MSE	Call with Moelis on GSE relationships.	0.20
06/15/12	MSE	Perform analysis of sub servicing relationship between Ally and ResCap.	1.70
06/15/12	MSE	Call with Centerview, FTI and ResCap to discuss sub servicing profit and loss projections.	1.10
06/15/12	MSE	Review repurchase obligations.	0.80
06/15/12	MSE	Call with Kramer Levin to discuss origination projections.	1.40
06/15/12	MSE	Call with Kramer Levin on GNMA repurchase obligations.	0.20
06/16/12	MEL	Discuss ResCap indemnity on DOJ/AG with Elan Daniels	0.30
06/17/12	MEL	Analyze sub-servicing forecast provided by FTI.	1.50
06/17/12	MEL	Call with Elan Daniels and Doug Mannal re ResCap indemnity	0.20
06/17/12	MEL	Discuss indemnity follow-up items with T. Toaso.	0.50
06/17/12	MEL	Call with Centerview and FTI to discuss sub-servicing projection model	0.40
06/17/12	MEL	Update Kramer Levin on Centerview/FTI call.	0.40
06/17/12	MEL	Discuss follow-up items with Landon Parsons of Moelis	0.40
06/17/12	MSE	Call with Moelis on DOJ/AG Settlement.	0.40
06/17/12	MSE	Call with Kramer Levin, Centerview, Moelis and FTI on motions including DOJ/AG Settlements and GNMA	1.50



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Date	Consultant	Description of Services	Hours
		repurchase obligations.	
06/17/12	TMT	Conference call with FTI regarding sub-servicing documentation	0.50
06/17/12	TMT	Analysis of sub-servicing profitability documentation	1.10
06/17/12	TMT	Communication with M. Landy regarding sub-servicing documentation	0.30
06/17/12	TMT	Conference call with counsel regarding sub-servicing documentation	0.50
06/17/12	TMT	Conference call with E. Daniels (KL) regarding sub-servicing documentation	0.60
06/17/12	ST	Review Mofo response regarding Fannie and Freddie caps and origination order.	0.30
06/17/12	ST	Call with KL and Moelis to discuss Ginnie Mae repurchases and open motion items.	0.60
06/17/12	ST	Call with FTI, Centerview and AlixPartners to discuss open questions regarding subservicing and origination motions.	0.50
06/18/12	ST	Review Rescap and Ally loan loss mitigation activities and costs.	0.60
06/18/12	ST	Research Ally servicing and origination documents.	0.80
06/18/12	ST	Draft information request to FTI for additional servicing and origination items.	0.40
06/18/12	ST	Review alternative bid proposal information.	0.60
06/18/12	ST	Read Ally DOJ/AG letter and subservicing agreement	0.80
06/18/12	ST	Call with AlixPartners team to discuss open items relating to servicing and origination motions.	0.60
06/18/12	ST	Summarize Ally servicing and origination documents.	0.80
06/18/12	ST	Call with KL and AlixPartners to discuss KL open item list.	0.50
06/18/12	MSE	Call with Kramer Levin on objection filings.	0.30
06/18/12	MSE	Call with team to discuss request list from Kramer Levin.	0.40
06/18/12	MSE	Review terms of DOJ/AG Settlement.	1.20
06/18/12	MSE	Prepare presentation detailing DOJ/AG Settlement	3.20



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Date	Consultant	Description of Services	Hours
		obligations.	
06/18/12	MSE	Review sub servicing motion docket 44.	1.20
06/18/12	MSE	Discussion with team follow-up to Kramer Levin requests.	0.50
06/18/12	MSE	Call with Kramer Levin to discuss outstanding requests.	0.60
06/18/12	MSE	Review Servicing Agreement between Ally and ResCap.	1.80
06/18/12	MSE	Perform analysis of Sub Servicing price schedule.	0.60
06/18/12	MEL	Discuss origination motion with Elan Daniels.	0.10
06/18/12	MA	Reviewed Kramer UCC updates on pending motions (including emails and attached documents).	2.00
06/19/12	MA	Initial draft work on summary of findings re: servicing motion and DOJ/AG settlement indemnifications.	1.70
06/19/12	MA	Reviewed Kramer Levin daily UCC update and attached materials.	1.00
06/19/12	MA	Call with FTI and GMACM to discuss loss mitigation procedures and materials provided by company in data room.	1.00
06/19/12	MA	Reviewed materials related to servicing motion (Ally/ResCap) and DOJ/AG settlement indemnifications (servicing motion, Jan 30 2012 letter agreement, amended servicing agreement and other materials).	3.30
06/19/12	MEL	Review DOJ/AG settlement.	2.10
06/19/12	MEL	Call with Jen Rochon regarding ResCap indemnity	0.30
06/19/12	MEL	Call with Company and FTI regarding loss mitigation	0.80
06/19/12	MEL	Direct team on motion follow-up: sub-servicing.	0.70
06/19/12	MEL	Direct team on motion follow-up: AG/DOJ indemnity.	0.90
06/19/12	MEL	Review debtor reporting requirements.	0.60
06/19/12	MEL	Status call with Elan Daniels re: sub servicing.	0.30
06/19/12	MEL	Develop diligence plan for loss mitigation.	0.80
06/19/12	MSE	Analyze Debtor's forecast of Non-GA loan repurchases.	1.20
06/19/12	MSE	Call with FTI on Non-GA loan repurchases.	0.30



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Date	Consultant	Description of Services	Hours
06/19/12	MSE	Prepare with team for 2pm call with ResCap.	0.20
06/19/12	MSE	Call with ResCap on Loss Mitigation.	0.90
06/19/12	MSE	Follow-up discussion with team on outstanding item list from Kramer Levin.	0.80
06/19/12	MSE	Prepare analysis of Sub servicing indemnification obligations with Ally.	3.10
06/19/12	MSE	Review servicing motion filed by Debtors.	0.60
06/19/12	MSE	Meet with team to discuss loss mitigation related cash projections.	0.50
06/19/12	MSE	Call with Kramer Levin to discuss DOJ/AG Settlements.	0.30
06/19/12	MSE	Call with Kramer Levin to discuss outstanding items.	0.30
06/19/12	MSE	Review Consent Judgment terms filed by DOJ with Debtors.	1.10
06/19/12	TMT	Analysis of provided materials from ResCap concerning RH VA Program which relate to loss mitigation	1.20
06/19/12	TMT	Analysis of cash flow impact of loss mitigation	1.60
06/19/12	TMT	Analysis ResCap of provided materials concerning RH (Residential Homeowners) Pilot Program, which is related to loss mitigation	1.50
06/19/12	TMT	Analysis of loss mitigation provided materials by ResCap concerning RH SLAP	0.90
06/19/12	TMT	Analysis of ResCap provided materials concerning Cash for Closing program (related to loss mitigation)	1.10
06/19/12	TMT	Call with FTI and Debtor representative regarding loss-mitigation	1.00
06/19/12	ST	Call with FTI and Rescap to discuss loss mitigation programs.	0.90
06/19/12	ST	Call with M. Eisenberg and AlixPartners team to discuss case status and project plan.	0.60
06/19/12	ST	Draft slide deck outlining ResCap's brokering and origination activity and profitability.	2.90
06/20/12	ST	Call with Mofo, FTI, and KL to discuss brokerage fees.	0.50



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Date	Consultant	Description of Services	Hours
06/20/12	ST	Prepare summary of DOJ/AG settlement facts and circumstances with AlixPartners team.	1.80
06/20/12	ST	Meeting with AlixPartners team (including M. Arango) to discuss DOJ/AG settlement.	1.40
06/20/12	ST	Call with KL and Moelis to discuss economics of broker fees and potential floor provisions.	0.60
06/20/12	TMT	Review of settlement with the FDIC and FRB from February 2012	1.70
06/20/12	TMT	Development of outline concerning DOJ/AG settlement issues re: subservicing	2.50
06/20/12	TMT	Call with Moelis and Kramer Levin regarding DOJ/AG subservicing settlement	1.50
06/20/12	HK	Review subservicing agreement.	0.40
06/20/12	TMT	Call with Debtor representatives, MoFo, FTI, Moelis, Centerview, and Kramer Levin regarding DOJ/AG subservicing settlement	1.00
06/20/12	MSE	Developed presentation on DOJ/AG settlement payments analysis.	3.40
06/20/12	MEL	Develop presentation regarding DOJ/AG settlement.	1.20
06/20/12	MA	Call with Debtors, counsel and financial advisors to discuss origination motion.	1.00
06/20/12	MEL	Call with Elan Daniels and Moelis to discuss DOJ/AG settlement.	1.50
06/20/12	MEL	Call with company and FTI regarding DOJ/AG settlement.	1.10
06/20/12	MEL	Call with Company regarding brokerage and origination.	0.50
06/20/12	MEL	Review and edit presentation regarding origination motion.	1.20
06/20/12	MEL	Summarize understanding of sub-servicing motion.	1.40
06/20/12	MA	Call with Debtors, counsel and financial advisors to discuss DOJ/AG settlement and Ally indemnification provisions for servicer motion.	1.00
06/20/12	MA	Prepared draft summary of findings on DOJ/AG settlement	1.50



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Date	Consultant	Description of Services	Hours
		and Ally indemnification provisions in the servicing motion.	
06/20/12	MA	Reviewed draft summary of findings on DOJ/AG settlement indemnification provisions for servicing motion.	0.70
06/20/12	MA	Call with Kramer and Moelis to discuss DOJ/AG settlement and Ally indemnification provisions for servicer motion.	1.80
06/21/12	MA	Call with Debtors, counsel and financial advisors to discuss servicer indemnification provisions (loan repurchase obligations and expense reimbursement).	0.50
06/21/12	MEL	Status calls with Elan Daniels re sub-servicing.	0.50
06/21/12	MEL	Status call with Syed Hassan from Moelis re: sub-servicing.	0.30
06/21/12	MEL	Non-GA repurchases - discussion with Company and advisors.	0.60
06/21/12	MSE	Call with company, MoFo, Kramer Levin on Non-GA Loan Repurchases.	0.60
06/21/12	TMT	Call with counsel regarding non-GA repurchases	0.50
06/21/12	TMT	Review of DOJ/AG Settlement, agreed upon on February 9, 2012 and finalized April 4, 2012 re: subservicing	1.90
06/21/12	HK	Review KL memorandum and committee update regarding Trustee Fee issues.	1.70
06/21/12	ST	Call with Mofo and FTI to discuss non-GA repurchase obligations.	0.60
06/22/12	ST	Prepare slides regarding DOJ/AG settlement.	1.90
06/22/12	ST	Call with Moelis to discuss RMBS and subservicing motion.	0.60
06/22/12	HK	Analyze key elements of Ally subservicing agreement proposal.	1.50
06/22/12	HK	Participate in call with Debtors' advisors (MoFo, Kirkland & Ellis and FTI) regarding select aspects of Ally subservicing agreement terms and rationale.	0.80
06/22/12	TMT	Review of DOJ/AG Settlement, agreed upon on February 9, 2012 and finalized April 4, 2012	2.60
06/22/12	TMT	Drafting of summary memo of DOJ/AG Settlement, agreed upon on February 9, 2012 and finalized April 4, 2012 re;	1.10



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Date	Consultant	Description of Services	Hours
		subservicing	
06/22/12	TMT	Review of January 30, 2012 letter agreement between ResCap and its parent	0.80
06/22/12	TMT	Review of sub-servicing (docket 47) filed by the Debtor	0.90
06/22/12	TMT	Drafting of summary memo related to sub-servicing (docket 47) filed by the Debtor	0.50
06/22/12	TMT	Drafting of summary memo of June 30, 2012 letter agreement between ResCap and its parent	0.60
06/22/12	MSE	Edit presentation regarding new Servicing Agreement terms.	3.20
06/22/12	MEL	Call with Landon Parsons regarding sub-servicing motion.	0.40
06/22/12	MEL	Participate in call with Debtors' advisors (MoFo, Kirkland & Ellis and FTI) regarding select aspects of Ally subservicing agreement terms and rationale.	0.70
06/22/12	MEL	Follow-up call with Doug Mannal regarding Kirkland & Ellis presentation on Ally indemnification	0.20
06/22/12	MEL	Analyze the effects of January 30, 2012 letter agreement between Ally and Rescap	2.60
06/22/12	MEL	Analyze the effects of DOJ/AG settlement.	2.90
06/22/12	MA	Research for DOJ/AG settlement (Ally indemnification provisions)	1.20
06/22/12	MA	Call with K&E and UCC on DOJ/AG settlement (Ally indemnification provisions).	1.00
06/22/12	MA	Call with K&E and UCC on DOJ/AG settlement (Ally indemnification provisions).	1.00
06/22/12	MA	Work on draft summary of findings and follow-up items from DOJ/AG settlement research.	2.30
06/24/12	MSE	Call with team led by M. Landy to discuss work plan presentation.	0.90
06/24/12	TMT	Call with S. Tandberg discussing presentation covering assets, liabilities, and potential waterfall of distributions	1.00
06/24/12	ST	Call with T. Toaso to discuss work streams and asset & liability deck.	1.00



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Date	Consultant	Description of Services	Hours
06/25/12	ST	Meet with AP team including M. Eisenberg to update subservicing and AG settlement slides.	0.90
06/25/12	ST	Call with FTI, ResCap, KL, Moelis, and AP team to review debtor subservicing presentation.	1.10
06/25/12	ST	Review debtor servicing presentation deck and financial projections.	1.00
06/25/12	ST	Call with KL and Moelis to discuss subservicing and AG settlement indemnification financial impact.	0.50
06/25/12	ST	Call with Elan Daniels from KL to discuss FTI subservicing presentation.	0.40
06/25/12	TMT	Review of Docket 320 re: sub-servicing	2.00
06/25/12	HK	Attend telephonic briefing and Q&A with Debtors and their advisors on Ally subservicing agreement.	1.00
06/25/12	MSE	Review docket 42 motion regarding trial balance and asset list.	1.40
06/25/12	MSE	Follow-up call with Kramer Levin and Moelis on Servicing Agreement.	0.70
06/25/12	MSE	Call with Company, FTI, Moelis and Kramer Levin on SubServicing economics.	1.10
06/25/12	MSE	Edited Subservicing powerpoint presentation with S. Tandberg.	1.20
06/25/12	MEL	Discuss sub-servicing motion with Elan Daniels	0.30
06/25/12	MEL	Sub-servicing call with Company	1.20
06/25/12	MEL	Review of MoFo presentation on Ally subservicing agreement and indemnification.	1.20
06/25/12	MA	Call with Kramer, Moelis and AP to discuss Ally subservicing motion and indemnification and next steps.	0.60
06/25/12	MA	Review of daily UCC update email from Kramer and attachments.	1.00
06/25/12	MA	Prepared summary for Kramer on Ally subservicing motion and indemnification.	0.50



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/25/12	MA	Call with Debtor, MoFo, Centerview, FTI, Kramer, Moelis and AP to discuss Ally subservicing motion and indemnification.	1.20
06/25/12	MA	Review of MoFo presentation on Ally subservicing agreement and indemnification.	0.90
06/25/12	MA	Call with Kramer to discuss next steps on presentation to Examiner on investigation.	0.30
06/25/12	MEL	Summarize discussion of sub-servicing, following call	1.60
06/25/12	MEL	Reviewed Debtor motion 320.	1.70
06/26/12	MA	Review of daily UCC email and attachments.	0.70
06/26/12	MA	Call with Moelis to discuss Ally subservicing motion and indemnification.	0.30
06/26/12	MA	Review of Ally response to 2004 motion.	1.00
06/26/12	MEL	Review of Ally response to 2004 motion.	0.60
06/26/12	HK	Consult with Doug Mannal (KL) on subservicing motion issues.	0.30
06/26/12	ST	Review KL committee update.	0.40
06/27/12	ST	Call with UCC and advisors regarding Ally indemnification.	0.60
06/27/12	ST	Call with M. Renzi from FTI to discuss foreclosure settlement levels.	0.40
06/27/12	ST	Call with UCC and advisors regarding shared-services motion and indemnification payments.	1.10
06/27/12	ST	Revise KL subservicing document request.	0.40
06/27/12	ST	Call with KL and UCC co-chairs to prepare for indemnification call with UCC.	0.60
06/27/12	AH	Review emails re: Sub-Servicing Motion	0.20
06/27/12	MSE	Discussion with team including M. Arango on Loss Mitigation analysis.	0.40
06/27/12	MSE	Call with Kramer Levin to discuss supplemental servicing motion.	0.30
06/27/12	MSE	Call with FTI to discuss Supplemental Servicing motion.	0.20



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/27/12	MA	Review of information request to ResCap related to the Ally Subservicing motion.	0.20
06/27/12	MA	Review of daily Kramer UCC update (email and attached documents).	0.50
06/27/12	MA	Update with M. Eisenberg and M. Landy on supplemental servicing agreement motion and information request response from FTI.	0.30
06/27/12	MA	Review of revised version of the proposed order directing the appointment of an examiner.	0.30
06/27/12	MA	Research on MSR swap for request related to Ally Subservicing motion.	0.30
06/28/12	MA	Review of daily Kramer UCC update (professional retentions and revised Examiner order).	0.40
06/28/12	MA	Follow-up with engagement team and FTI on additional information request re: Ally subservicing motion.	0.50
06/28/12	MA	Follow up with M. Eisenberg on Origination and Subservicing motions and next steps.	1.20
06/28/12	MA	Call with Landon Parsons (Moelis) to discuss subservicing motion.	0.20
06/28/12	MA	Review of materials related to Supplemental Servicing (trustee fees and caps for loss mitigation programs) and Origination (draft final order, brokerage fees and repurchase obligations) motions.	0.60
06/28/12	MA	Meeting with Harvey Kelly to discuss status update on 6/27 UCC call and Ally subservicing motion.	0.50
06/28/12	MSE	Prepared analysis of economics of New Servicing Agreement.	1.30
06/28/12	MSE	Call with Kramer Levin to discuss Loss Mitigation amounts.	0.40
06/28/12	MSE	Call with Kramer Levin to discuss Non-GA servicer error repurchases.	0.40
06/28/12	MSE	Review economics of Servicing Agreement.	1.10
06/28/12	MSE	Perform analysis of Loss Mitigation payments.	0.60



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
06/28/12	MSE	Perform analysis of 2011 Settlement payments.	0.80
06/28/12	MSE	Call with Kramer Levin to discuss settlement payments.	1.10
06/28/12	MSE	Perform analysis of origination motion.	0.70
06/28/12	HK	Review subservicing documents and related AlixPartners draft analysis.	1.40
06/28/12	ST	Review outstanding servicing requests and responses.	0.80
06/28/12	ST	Review supplemental servicing information from KL.	0.40
06/28/12	ST	Research UCC updates and filings.	0.50
06/29/12	HK	At KL, consult with Doug Mannal and others at KL and Moelis regarding issues and analysis to date on subservicing profitability.	2.60
06/29/12	HK	Review information request list to be submitted to FTI regarding subservicing motion.	0.70
06/29/12	HK	Review proposed agenda of questions for meeting with Debtors regarding subservicing motion on the week of July 2nd.	0.50
06/29/12	MSE	Meeting with Kramer Levin and Moelis to discuss Sub Servicing economics.	2.60
06/29/12	MSE	Call with Kramer Levin to discuss Loss Mitigation cash flow projections.	0.30
06/29/12	MSE	Draft preparation list of data requests from FTI on Servicing and Origination agreements.	0.80
06/29/12	MSE	Prepare analysis for meeting with Kramer Levin and Moelis to discuss sub servicing economics.	1.20
06/29/12	MSE	Assist M. Arango to prepare agenda for Sub Servicing economics meeting for following week with Debtors.	1.40
06/29/12	MSE	Prepare analysis of Loss Mitigation historical and projected payments.	0.40
06/29/12	AH	Commence review of FTI engagement terms, including staff set-up and call w/ FTI	1.00
06/29/12	MA	Review new information/data provided by FTI on loss	0.30



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		mitigation activities and expenses.	
06/29/12	MA	Work on draft discussion points for meeting with ResCap on subservicing motion.	0.40
06/29/12	MA	Meeting with Kramer Levin and Moelis to discuss Ally Subservicing motion and business economics and issues.	2.00
06/29/12	MA	Work on agenda and information request list for ResCap/FTI for meeting related to the Ally subservicing motion.	1.40
06/29/12	MA	Revisions to information request list for ResCap/FTI for meeting related to the Ally subservicing motion prior to sending to FTI.	0.50
06/29/12	MEL	Call Kramer Levin, Moelis and Alix team regarding sub-servicing. Rest of Alix team was in-person	2.00
06/30/12	RJS	Research financial advisory professional assignments in representative cases	1.30
Total Hours			384.80



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Invoice # 2041846-8

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	15.10	920.00	13,892.00
Alan Holtz	3.60	920.00	3,312.00
Marc E Landy	84.50	665.00	56,192.50
Mercedes Arango	43.50	665.00	28,927.50
Todd Toaso	39.80	455.00	18,109.00
Scott Tandberg	74.00	455.00	33,670.00
Robby J Spigner	1.30	405.00	526.50
Michael S Eisenberg	123.00	345.00	42,435.00
Total Hours & Fees	384.80		197,064.50



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Invoice # 2041846-9

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
06/01/12	MA	Review of Moelis presentation on proposed asset sales.	0.50
06/11/12	HK	Review draft of J. Dermont affidavit re: proposed sale process.	0.40
06/12/12	HK	Review and consider correspondence regarding sales procedures motions.	0.30
06/14/12	MA	Review of Kramer Levin UCC updates on upcoming Sale motion	0.90
06/18/12	MA	Participated on UCC call to discuss sale motion and auction process (selection of stalking horse bidder).	0.50
06/18/12	TMT	Participate on UCC call regarding stalking horse bidders	0.50
06/18/12	TMT	Participate on UCC call regarding stalking horse bidders	1.00
06/18/12	TMT	Review of provided stalking horse bidder materials	1.20
06/18/12	MSE	Call with UCC on stalking horse bid.	1.20
06/18/12	ST	Participate on call with UCC and advisors to discuss competing stalking horse bids.	0.50
06/18/12	ST	Participate on UCC call with advisors to discuss sales motion and alternative bids.	0.90
06/19/12	ST	Call with UCC and advisors to discuss final stalking horse bids from Nationstar and Berkshire.	1.10
06/19/12	MSE	Call with UCC on Stalking Horse Bidder offers.	1.00
06/19/12	MA	Participated in UCC call to discuss competing stalking horse bidders.	1.20
Total Hours			11.20



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Invoice # 2041846-9

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.70	920.00	644.00
Mercedes Arango	3.10	665.00	2,061.50
Todd Toaso	2.70	455.00	1,228.50
Scott Tandberg	2.50	455.00	1,137.50
Michael S Eisenberg	2.20	345.00	759.00
Total Hours & Fees	11.20		5,830.50



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Invoice # 2041846-10

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
06/06/12	ST	Participate in meeting with the UCC and UCC advisors to discuss case issues and status.	3.90
06/06/12	HK	Participate in meeting of UCC and its advisors regarding matters to be heard on June 12th and June 18th, Confidentiality Agreement and selected Committee business.	4.00
06/06/12	HK	Attend meeting between Debtors and their advisors and the UCC and its advisors for Debtors' presentation about sale process, DIP and business conditions.	3.00
06/06/12	AH	Participate in portion of UCC meeting (telephonically)	1.70
06/06/12	MEL	Meet with UCC at NY Sheraton.	3.10
06/06/12	MEL	Prepare for UCC meeting.	0.70
06/06/12	MEL	Meet with UCC and Debtor at NY Sheraton.	3.00
06/11/12	ST	Participate on weekly call with UCC and advisors to discuss case status.	1.40
06/11/12	HK	Participate in UCC conference call primarily related to UCC filings due in the afternoon of 6/11/12.	1.00
06/11/12	AH	Weekly UCC meeting (telephonic)	1.20
06/11/12	MEL	Participate on weekly UCC call.	1.40
06/14/12	AH	UCC conference call update on court hearings, examiner motion and asset sales	0.90
06/14/12	MEL	Participate on Committee call re: examiner motion and asset sales.	1.30
06/18/12	HK	Attend telephonic UCC meeting re: various topics for 1/18 court hearings.	0.70
06/18/12	HK	Attend telephonic UCC meeting regarding mid-day consultation on events occurring in 1/18 court hearing re: stocking horse bids.	0.40
06/18/12	MEL	Committee call, pre hearing.	0.80
06/18/12	AH	UCC conference call re: sale motion hearing and BH bid	0.70
06/18/12	MEL	Call to update hearing results.	0.40



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Invoice # 2041846-10

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
06/18/12	MEL	Committee call, status update, 1:30 pm	0.40
06/19/12	MEL	Call to discuss hearing results and plans.	1.20
06/19/12	HK	Participate in telephonic UCC meeting regarding status of bids for stalking horse and Examiner candidates.	1.20
06/25/12	HK	Edit draft presentation on subservicing agreement issues for presentation to UCC.	1.10
06/25/12	HK	Prepare for 6/26/12 UCC meeting	0.60
06/26/12	HK	Summarize proposed subservicing agreement issues for presentation at UCC meeting.	0.30
06/26/12	MEL	Attend Committee update meeting.	5.10
06/26/12	HK	Attend UCC meeting.	5.00
06/26/12	MA	Attended UCC meeting.	5.00
06/26/12	ST	Meeting with UCC to discuss Committee business and case status.	3.80
06/26/12	AH	Attend part of UCC meeting at Kramer Levin	3.70
06/27/12	MA	UCC call to discuss Ally Subservicing motion, call with Debtors and decide next steps.	1.10
06/27/12	AH	UCC Call re: Sub-Servicing motion	1.00
Total Hours			59.10



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Invoice # 2041846-10

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	17.30	920.00	15,916.00
Alan Holtz	9.20	920.00	8,464.00
Marc E Landy	17.40	665.00	11,571.00
Mercedes Arango	6.10	665.00	4,056.50
Scott Tandberg	9.10	455.00	4,140.50
Total Hours & Fees	59.10		44,148.00



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Invoice # 2041846-11

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
06/22/12	HK	Consult with Doug Mannal and others at KL regarding work/skills needed to address proposed \$8.7 billion litigation settlement claim allowances.	0.40
06/25/12	MA	Research on firms specializing in RMBS valuation.	0.50
06/25/12	MA	Research on proposed \$8.7 billion RMBS settlement with institutional investors by reviewing Debtor motion & Sillman declaration.	0.40
06/25/12	MEL	Partake in part of discussion re: RMBS settlement with Harvey Kelly and Mercy Arango.	0.40
06/25/12	MEL	Reviewed Sillman declaration re: RMBS settlement.	0.80
06/25/12	MEL	Research on proposed \$8.7 billion RMBS settlement with institutional investors.	1.20
06/25/12	MSE	Meeting with team (ML and MA) on RMBS Settlement with trust motion.	1.20
06/25/12	MSE	Prepared analysis of RMBS Settlement claims by Triaxx Trust.	3.60
06/25/12	HK	Review 6/11/12 Declaration of Frank Sillman regarding proposed RMBS Trust settlement and related Debtor documents.	5.20
06/25/12	HK	Review various issues regarding analysis of proposed RMBS Trust settlement with team (Landy and Arango).	0.80
06/25/12	HK	Consult with Doug Mannal (KL) regarding resources and approach for evaluating proposed RMBS Trust settlement.	0.30
06/25/12	MA	Research on proposed \$8.7 billion RMBS settlement with institutional investors by reviewing Triaxx opposing motion.	0.60
06/25/12	MA	Research on potential firms to opine on reasonableness of RMBS settlement.	0.70
06/25/12	MA	Meeting with M. Landy and H. Kelly to discuss RMBS Settlement.	0.80
06/26/12	HK	Summarize RMBS Trust settlement issues for presentation at UCC meeting.	0.40
06/26/12	MSE	Review Declaration of Frank Sillman affidavit. Re: RMBS	0.60



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Invoice # 2041846-11

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
06/26/12	MEL	Research on firms specializing in RMBS valuation.	1.00
06/26/12	MSE	Follow up analysis of RMBS Settlement claims.	1.20
06/26/12	MA	Prepare for UCC meeting by reviewing materials related to RMBS motion and Ally subservicing motion.	1.00
06/27/12	MEL	Call with Moelis regarding RMBS.	0.50
06/27/12	MA	Call with Moelis regarding RMBS settlement motion.	0.40
06/27/12	MA	Follow-up with Marc Landy after call with Moelis re: RMBS Settlement motion.	0.40
06/28/12	HK	Consult with Stephen Zide (KL) re: potential experts on RMBS settlement.	0.30
06/28/12	HK	Review bios of possible RMBS settlement experts.	0.80
06/28/12	HK	Analyze Debtors' RMBS settlement documents to understand Debtors' methodology.	2.10
06/28/12	MA	Research on RMBS valuation experts.	0.30
06/29/12	MA	Outline of work scope for RMBS valuation expert in connection with proposed RMBS trust settlement.	1.90
06/29/12	MA	Meeting with Kramer Levin and Moelis on proposed list and work scope for RMBS valuation expert in connection with proposed RMBS trust settlement.	1.50
06/29/12	MA	Research on RMBS valuation experts.	0.50
06/29/12	MSE	Meeting with Kramer Levin and Moelis to discuss RMBS settlement.	1.60
06/29/12	HK	Vet and send list of potential RMBS testifying experts to Stephen Zide of KL.	0.40
06/29/12	HK	At KL, consult with Stephen Zide and others at KL and Moelis regarding analysis required to evaluate RMBS Trust claims settlement proposal and potential testifying experts.	1.30
06/29/12	MEL	Develop RMBS workplan review outline.	1.80
Total Hours			34.90



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Invoice # 2041846-11

Re: RMBS Settlement
Client/Matter # 007351.00017

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	12.00	920.00	11,040.00
Marc E Landy	5.70	665.00	3,790.50
Mercedes Arango	9.00	665.00	5,985.00
Michael S Eisenberg	8.20	345.00	2,829.00
Total Hours & Fees	34.90		23,644.50



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2041846-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/01/12	MEL	Edit forensic work plan.	1.60
06/01/12	MEL	Updates to equity rollforward.	1.80
06/01/12	MSE	Review of draft related party analysis.	4.30
06/01/12	MSE	Summary of related party transactions from ResCap 10-K filings.	2.20
06/01/12	MSE	Review of draft related party analysis.	1.90
06/01/12	LS	Review of 10K and 10Q court filings from SEC website to upload searchable versions for future reference	0.90
06/01/12	LS	Build preliminary document status request template	1.80
06/01/12	LS	Add to preliminary debt roll forward using 2009 consolidated financial statements	0.80
06/01/12	HK	Review revised rule 2004 Motion/Subpoena.	0.50
06/01/12	HK	Analyze Confidentiality Agreement proposed by Debtors and Kramer Levin proposed edits.	0.60
06/01/12	HK	Coordinate status with work and pending tasks with team (Marc Landy).	0.80
06/01/12	HK	Participate in telephone call with Debtors' advisors and Kramer Levin and Moelis regarding process for tracking UCC data requests.	0.50
06/01/12	MA	Revisions to draft AlixPartners investigation work plan.	1.50
06/01/12	TMT	Analysis of related party debt levels from 2004-2009	3.00
06/01/12	TMT	Analysis of related party transactions listed in public filings	3.80
06/01/12	TMT	Review of open items list	1.00
06/01/12	MSE	Diagramming of related party transactions from ResCap 10-K filings.	1.00
06/02/12	TMT	Review of company debt and financing cash flow	2.10
06/02/12	LS	Review updated document status request list based on new document requests posted to data room by Centerview	0.40
06/04/12	LS	Review updated open items list received from M. Renzi and make further updates for UCC team.	0.60



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Invoice # 2041846-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/04/12	LS	Review documents in data room.	2.00
06/04/12	LS	Review CD from Kramer Levin re: marketing documents and bid letters to ensure files are in data room and document status list is appropriately updated.	1.30
06/04/12	MEL	Edit equity rollforward analysis.	1.60
06/04/12	MA	Review of Ally 2010-2011 financial statements.	4.00
06/04/12	TMT	Review of company debt and financing cash flow	2.70
06/04/12	MSE	Review change in statements of equity from Debtor financial statements.	1.40
06/04/12	MSE	Perform equity roll forward analysis.	3.40
06/04/12	TMT	Analysis of related party transactions listed in public filings	2.30
06/04/12	LS	Updates to document status request list based on documents posted in data room.	3.20
06/05/12	LS	Review new documents posted in data room.	1.40
06/05/12	LS	Make updates for today's status request distribution to UCC and debtor teams.	1.10
06/05/12	LS	Per E. Daniels' request, make updates to UCC request status list for tomorrow's distribution to UCC and debtor teams.	0.60
06/05/12	MSE	Edit equity roll forward analysis.	4.20
06/05/12	MEL	Edit equity rollforward analysis.	1.60
06/05/12	HK	Review UCC update distributed by Kramer Levin.	0.40
06/05/12	LS	Review comments from Elan Daniels re: today's UCC request status list.	0.60
06/05/12	LS	Review UCC comments to yesterday's document status request list.	0.90
06/06/12	LS	Review communication from Elan Daniels re: additional comments to UCC request status list.	0.90
06/06/12	LS	Review data room to check if any new files have been uploaded prior to sending today's UCC request status list	0.80
06/06/12	LS	Review and analysis of 2005 - 2008 ResCap 10Ks to add to preliminary debt database with supplemental financial	1.60



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		information footnote	
06/06/12	MSE	Edit equity roll forward analysis.	4.20
06/06/12	LS	Review documents uploaded to data room for updates to UCC request status list.	0.90
06/07/12	LS	Re-organize UCC request status list after call with R. Ringer by docket #.	1.00
06/07/12	LS	Update UCC request status for new documents and comments from parties.	0.70
06/07/12	TMT	Review of Cerberus 2004 subpoena	0.50
06/07/12	TMT	Review of company debt and financing cash flow	1.90
06/07/12	TMT	Review of Ally 2004 subpoena	0.60
06/07/12	LS	Continued review and analysis of ResCap 10Ks (and consolidated financial statements for later years) to update supplemental financial information footnote figures	0.70
06/07/12	LS	Call with R. Ringer (Kramer Levin) to discuss dockets (responsible attorney, due by date).	0.30
06/07/12	LS	Review data room for new uploads.	1.10
06/07/12	HK	Develop recommendations for matters to include in subpoenas for AFI, Ally Bank and IB Finance.	1.10
06/07/12	HK	Consult with Doug Mannal re: planned 6/8/12 meeting with Debtors' advisors regarding Rescap's prior investigations.	0.30
06/08/12	HK	Attend presentation by Debtors regarding pre-petition transaction investigation and Ally claims.	2.70
06/08/12	HK	Follow-up on Kramer Levin request for AlixPartners electronic data hosting.	0.30
06/08/12	HK	Review UCC update and consider impact of Debtors' proposed revisions to Confidentiality Agreement.	0.40
06/08/12	MEL	Call with Rachel Feinberg of KL to add items to 2004 subpoena.	0.20
06/08/12	MA	Meeting with Morrison & Forrester to discuss Ally/related party transactions investigation.	3.50



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
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Invoice # 2041846-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/08/12	MA	Prep for meeting with Morrison & Forrester to discuss Ally investigation.	0.50
06/08/12	MA	Participated in all-hands call to discuss Freddie Mac performance metrics.	1.50
06/08/12	MEL	Follow-up with Alix team to discuss MoFo investigation.	0.80
06/08/12	MEL	Meeting with MoFo to discuss their investigation.	2.80
06/08/12	MEL	Review related party transactions to prepare for MoFo meeting.	1.50
06/08/12	MSE	Meeting with MoFo to discuss their investigation.	2.80
06/08/12	TMT	Review of 2004 subpoenas	0.40
06/08/12	TMT	Review of company debt and financing cash flow	3.10
06/08/12	LS	Review data room for new uploads to make updates to UCC request status.	0.50
06/08/12	LS	Preliminary review of dockets posted to public website for further analysis	1.50
06/08/12	LS	Continued review and analysis of ResCap 10Ks (and consolidated financial statements for later years) to update borrowings, related parties and supplemental financial information in debt database.	2.60
06/08/12	MSE	Prepare for meeting with MoFo on litigation.	1.10
06/08/12	TMT	Meeting with MoFo to understand the results of their investigation	2.80
06/08/12	TMT	Call with Rachel Feinberg of KL to add items to 2004 subpoena	0.20
06/08/12	TMT	Review of servicing motion	1.20
06/08/12	MSE	Review related party transactions to prepare for MoFo meeting.	1.50
06/08/12	MSE	Meeting with Alix team to discuss MoFo investigation.	0.90
06/09/12	TMT	Review of loan servicing presentations	2.70
06/09/12	TMT	Summary of loan servicing profitability request	0.90
06/09/12	TMT	Review of loan servicing fees	1.90



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/10/12	TMT	Analysis of UPB from servicing loan tapes	2.30
06/10/12	TMT	Review of servicing loan tapes	1.60
06/10/12	TMT	Preparation of revised investigative work program	1.70
06/11/12	TMT	Analysis of sub-servicing loan portfolio	1.70
06/11/12	TMT	Analysis of relationship between second liens owned by Debtor and first liens serviced by Debtor	3.10
06/11/12	TMT	Analysis of UPB balance of all loans serviced by Debtor	2.20
06/11/12	ST	Review Debtor Ally claim investigation presentation.	1.20
06/11/12	MEL	Review MoFo presentation of forensic review	1.60
06/11/12	LS	Review data room for new uploads.	0.60
06/11/12	LS	Review additional dockets posted to public website.	1.70
06/11/12	MA	Detailed review of Morrison & Foerster's presentation package on investigation of related party transactions.	3.00
06/11/12	MSE	Edit equity roll forward analysis.	1.70
06/11/12	LS	Creation of docket support binders for further analysis.	1.80
06/11/12	LS	Update UCC request status list for new data uploads prior to distribution to Kramer Levin.	0.60
06/12/12	LS	Add new dockets to support binders for further analysis.	0.80
06/12/12	MEL	Edit forensic work plan.	3.40
06/12/12	MEL	Develop forensic work plan.	1.60
06/12/12	MA	Work on AlixPartners investigations work plan.	4.00
06/12/12	HK	Discuss issues related to transaction investigation and sale procedures with Jared Dermont (Moelis).	0.30
06/12/12	LS	Review new dockets posted to public website.	1.20
06/12/12	TMT	Revision of forensic investigation work program	1.90
06/12/12	TMT	Review of Morrison Foerster's June 8, 2012 presentation materials	3.50
06/12/12	TMT	Analysis of relationship between second liens owned by Debtor and first liens serviced by Debtor	2.90
06/12/12	TMT	Preparation of revised investigation work program	3.20



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Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/13/12	LS	Review new dockets posted to public website for addition to docket support binders for further analysis.	1.20
06/13/12	LS	Review court dockets for AlixPartners action.	3.00
06/13/12	MA	Revisions to draft AlixPartners investigations work plan.	7.00
06/13/12	MEL	Follow-up on hosting request from Kramer Levin.	0.50
06/13/12	MEL	Review forensic work plan.	1.10
06/13/12	MEL	Status meeting with A. Holtz.	0.30
06/13/12	MEL	Meet with T. Toaso and M. Arango to go through forensic work plan.	1.60
06/13/12	TMT	Review of GMAC secured MSF facility	2.70
06/13/12	TMT	Review of MSR and Pipeline Swaps	3.50
06/13/12	TMT	Review of ResCap debt purchases made by GMAC in 2008	3.20
06/13/12	MEL	Edit forensic work plan.	1.20
06/14/12	LS	Update UCC request status list for new data room uploads.	0.20
06/14/12	TMT	Drafting of work program to be used for forensic investigation	3.60
06/14/12	MEL	Review loss mitigation analysis prepared by FTI	0.60
06/14/12	MEL	Edit forensic work plan	1.40
06/14/12	MA	Meeting with Kramer Levin to discuss investigation work plan.	1.50
06/14/12	HK	Meet with Kramer Levin investigation team to discuss reaction to MoFo investigation written presentation.	1.50
06/14/12	HK	Review MoFo investigation written presentation.	2.70
06/14/12	LS	Review new dockets posted to public website for addition to docket support binders for further analysis.	0.70
06/14/12	LS	Review data room for new uploads	0.20
06/14/12	MA	Updates to draft AlixPartners investigations work plan.	3.50
06/15/12	MA	Review of draft AlixPartners forensic investigative work plan.	1.00
06/15/12	MEL	Call with Jennifer Rochon regarding investigation.	0.10



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/15/12	MEL	Review forensic work plan.	1.00
06/15/12	MEL	Sub-servicing economics discussion with Elan Daniels.	0.20
06/15/12	MEL	Update M. Arango on status.	0.20
06/15/12	MEL	Edit forensic work plan.	0.90
06/17/12	HK	Edit transactional investigation work plan.	1.70
06/17/12	HK	Analyze historical analysis of changes in ResCap tangible net worth.	2.50
06/17/12	HK	Review transactional investigation work plan.	1.70
06/18/12	HK	Review and consider MoFo investigation interview memos of: Marano/Abreu; Lombardo; Hamzehpour; Whitlinger; Pensabene; Dondzila; Gess.	2.50
06/18/12	LS	Create summary of recent court dockets which are of particular interest to AlixPartners.	2.20
06/18/12	MA	Ran various searches on Relativity for documents provided by MoFo in connection with their investigation of related-party transactions.	1.40
06/18/12	MA	Revisions to AP investigations work plan	1.30
06/18/12	BJJ	Discuss work plan with Landy and Toaso.	0.90
06/18/12	BJJ	Review presentation to unsecured creditors committee.	2.20
06/18/12	BJJ	Review SEC 8-K filings for ResCap.	1.00
06/18/12	BJJ	Review documents relating to 2007 bank purchase and assumption transaction.	0.80
06/18/12	LS	Review new dockets posted to public website for addition to docket support binders for further analysis.	1.10
06/18/12	LS	Analysis of recent dockets to determine which require AlixPartners action.	1.40
06/18/12	TMT	Production of AlixPartners forensic work plan for origination, brokerage, and servicing activities with related parties	1.90
06/18/12	TMT	Production of AlixPartners forensic work plan for 2009-2011 transactions	1.40



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/18/12	TMT	Production of AlixPartners forensic work plan for shared services	1.10
06/18/12	TMT	Production of AlixPartners forensic work plan for 2008 transactions	2.30
06/18/12	MEL	Edit forensic work plan for transactions with value exchanges	4.80
06/18/12	MEL	Edit forensic work plan for equalization and capitalization transactions.	1.60
06/18/12	MEL	Discuss investigation with Brian Janelle: bank transfer	0.50
06/18/12	MA	Reviewed various documents related to MSR and Pipeline total return swaps.	1.10
06/18/12	TMT	Production of AlixPartners forensic work plan for MSR swap and Pipeline swap transactions	1.60
06/18/12	MA	Participated in work plan drafting session with T. Toaso	3.70
06/19/12	TMT	Updates to AlixPartners UCC Forensic Work Plan	0.90
06/19/12	LS	Review new dockets posted to public website for addition to docket support binders for further analysis.	0.60
06/19/12	LS	Discuss docket reporting exercise with M. Landy.	0.30
06/19/12	LS	Review court dockets to note those which are final.	0.60
06/19/12	LS	Analysis of final court dockets to determine which require reporting from AlixPartners on behalf of the UCC.	2.40
06/19/12	HK	Develop and follow-up on recommendations for Examiner candidates.	1.10
06/20/12	LS	Review new dockets posted to public website for addition to work paper support for further analysis.	0.70
06/20/12	LS	Document reporting parameters for final court dockets.	1.40
06/24/12	MA	Engagement team call with M. Landy to discuss revisions to AP work plan.	1.00
06/25/12	LS	Analysis of recently filed court dockets to determine which require reporting from AlixPartners on behalf of the UCC.	1.70
06/25/12	LS	Review new dockets posted to public website for addition to	0.80



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		work paper support for further analysis.	
06/25/12	LS	Document reporting parameters for finalized court dockets.	2.80
06/25/12	MEL	Call with Kramer to discuss next steps on presentation to Examiner on investigation.	0.30
06/25/12	HK	Develop and amend updated work plan on call with Moelis and Kramer Levin.	0.50
06/26/12	HK	Consult with team on approach to address intercompany analysis.	0.30
06/26/12	MEL	Discussions with engagement team on status of various work streams and next steps.	0.50
06/26/12	TMT	Document production searches related to MSR Swap transaction	2.70
06/26/12	MEL	Call with Kramer Levin to discuss Ally and Cerberus objections to 2004 motions and UCC response.	1.00
06/26/12	TMT	Document production searches related to shared services agreements between ResCap and related parties	2.90
06/26/12	TMT	Document production searches related to Pipeline Swap transaction	2.20
06/26/12	MA	Call with Kramer Levin to discuss Ally and Cerberus objections to 2004 motions and UCC response.	1.00
06/26/12	LS	Continued analysis of recently filed court dockets to determine which require reporting from AlixPartners on behalf of the UCC.	1.80
06/26/12	LS	Review new dockets posted to public website for addition to work paper support for further analysis.	0.30
06/26/12	LS	Analysis of Relativity documents within keyword searches.	2.40
06/27/12	MA	Research on MSR Swap, Pipeline Swap, MMLPSA and Broker agreement.	3.00
06/27/12	MA	Call with J. Rochon (Kramer) to discuss investigations presentation for the Examiner.	0.40
06/27/12	MA	Call with Moelis to discuss potential investigations presentation for the Examiner.	0.30



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
06/27/12	MA	Review of MoFo interview notes from their Ally investigation.	2.00
06/27/12	MA	Discussion with Marc Landy and Todd Toaso to discuss next steps on investigations presentation for the Examiner.	0.70
06/27/12	MA	Meetings with Todd Toaso to discuss investigations presentation for the examiner.	0.60
06/27/12	TMT	Document searches related to DoJ / AG negotiation and settlement	2.50
06/27/12	LS	Review new dockets posted to public website for addition to work paper support for further analysis.	0.70
06/27/12	TMT	Document production searches related to tax sharing agreements between ResCap and related parties	2.30
06/27/12	LS	Analysis of Relativity documents within keyword searches.	0.90
06/27/12	LS	Continued analysis of Relativity documents within keyword searches for Sample Transactions Presentation to Examiner.	2.40
06/27/12	TMT	Meetings with M. Arango to discuss investigations presentation for the examiner.	0.60
06/27/12	TMT	Review of documents related to tax sharing agreements between ResCap and related parties	2.50
06/28/12	TMT	Summary of misdirected payment between Ally Investment Management, Morgan Stanley, and GMACM	2.20
06/28/12	TMT	Review of MSR Swap between Ally and ResCap	1.40
06/28/12	TMT	Review of Pipeline Swap between Ally and ResCap	1.10
06/28/12	TMT	Summary of MSR Swap between Ally and ResCap	1.70
06/28/12	TMT	Review of changes made to origination / brokering agreements between Ally and ResCap	3.10
06/28/12	LS	Analysis of recently filed court dockets to determine which require reporting from AlixPartners on behalf of the UCC.	0.40
06/28/12	TMT	Summary of Pipeline Swap between Ally and ResCap	0.90
06/28/12	LS	Analysis of Relativity documents within keyword searches for Sample Transactions Presentation to Examiner.	5.60



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Date	Consultant	Description of Services	Hours
06/28/12	LS	Review new dockets posted to public website for addition to work paper support for further analysis.	0.60
06/28/12	MA	Work on investigations presentation for a meeting with the Examiner by researching mortgage operation related transactions between Ally and ResCap.	5.30
06/29/12	TMT	Review of January 25, 2012 presentation by Morrison & Forrester to ResCap Board of Directors	1.90
06/29/12	TMT	Summary of changes made to origination / brokering agreements between Ally and ResCap	2.60
06/29/12	TMT	Review of 2011 and 2012 Board of Directors minutes regarding business plan	1.60
06/29/12	TMT	Review of documents related to DoJ / AG negotiation and settlement	1.70
Total Hours			330.80



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Invoice # 2041846-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	22.40	920.00	20,608.00
Brian Janelle	4.90	665.00	3,258.50
Marc E Landy	36.30	665.00	24,139.50
Mercedes Arango	52.80	665.00	35,112.00
Todd Toaso	111.30	455.00	50,641.50
Scott Tandberg	1.20	455.00	546.00
Lauren Schulman	71.30	405.00	28,876.50
Michael S Eisenberg	30.60	345.00	10,557.00
Total Hours & Fees	330.80		173,739.00



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Invoice # 2041846-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
06/12/12	EP	Setup new LAW and Relativity workspaces.	0.70
06/12/12	EP	Discussed Fact Manager with counsel.	0.30
06/12/12	EP	Coordinated delivery of data.	0.40
06/13/12	MC	Tel. confs. and emails w/ Kramer Litigation Support and AP team re: loading of productions from Debtor and workflow for review.	2.30
06/14/12	MC	Confs., Tel. confs. and Emails w/ AP team and Kramer Levin Litigation Support team re: loading of documents produced by debtors and review of same.	2.30
06/15/12	MC	Tel. confs. and emails w/ AP team re: incoming data.	1.80
06/17/12	EP	Corrected issues with third party production load files to load data to Relativity.	2.70
06/18/12	MC	Tel. confs. and emails w/ AP team re: status of processing and loading data received from Debtor's counsel and technical issues w/ same.	1.50
06/21/12	JN	Meeting with client and vendors.	0.50
06/21/12	EP	Call with counsel and third party production vendors to discuss production issues and determine the best delivery method for future productions.	0.50
Total Hours			13.00



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Invoice # 2041846-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
Matthew Cohen	7.90	880.00	6,952.00
Erin Plante	4.60	505.00	2,323.00
John Natividad	0.50	505.00	252.50
Total Hours & Fees	13.00		9,527.50



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Invoice # 2041846-14

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

June 20 12			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	147.70	\$400/GB	\$ 59,080.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	131.00	\$50/GB	\$ 6,550.00
User Fees (Monthly Charge)	16	\$100/user	\$ 1,600.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 67,230.00



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Invoice # 2041846-15

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
06/01/12	MEL	Review retention motion and policy regarding information wall.	1.60
06/03/12	MEL	Edit draft retention motion.	0.50
06/04/12	HK	Edit draft retention papers for AlixPartners.	0.70
06/04/12	AH	Review information barrier procedures	0.20
06/04/12	HK	Review draft retention papers for AlixPartners.	0.40
06/04/12	AH	Comment on information barrier procedures	0.20
06/05/12	HK	Edit draft Information Barrier program document.	0.30
06/05/12	AH	Call with L. Eisele (AP GC) re: engagement letter draft and markups	0.40
06/05/12	AH	Call w/ J. Shifer (KL) re: engagement letter draft.	0.30
06/05/12	HK	Review draft Information Barrier program document.	0.20
06/07/12	AH	Review revised information barrier memo and engagement letter prior to sending letter to counsel	0.30
06/07/12	MEL	Call with Peter Katz regarding information barrier	0.30
06/11/12	MEL	Initial review of time billed in May for bankruptcy adherence.	0.70
06/12/12	MEL	Review May invoiced time to assess budgets.	0.60
06/13/12	AH	Review revised information barrier language, and call w/ P. Katz (AP counsel) re: same	0.20
06/14/12	MEL	Discuss e-discovery budget with Matt Cohen.	0.20
06/14/12	MEL	Edit fee estimate	0.80
06/15/12	MEL	Budget discussion with Matt Cohen.	0.80
06/18/12	LS	Preliminary review of May invoice to ensure conformity with UST bankruptcy protocol.	1.80
06/19/12	LS	Discuss May invoice edits with M. Landy.	0.40
06/19/12	LS	Additional edits to May invoice based on discussion with M. Landy for improved bankruptcy conformity.	1.80
06/19/12	AH	Review AlixPartners retention documents and send draft to counsel	0.40



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Invoice # 2041846-15

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
06/20/12	HK	Forecasting professional fees at Debtors' request.	0.30
06/21/12	TMT	Budget planning at Debtor's request	0.70
06/21/12	MEL	Develop AlixPartners' fee information pursuant to FTI request	0.80
06/25/12	AH	Calls w/ Kramer Levin and various emails re: changes to retention docs	0.30
06/26/12	LS	Review edited May invoice for UST compliance.	1.10
06/27/12	HK	Read/execute retention papers, including declaration.	1.10
06/28/12	LS	Make additional edits to May invoice to ensure UST compliance.	0.40
Total Hours			17.80



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Invoice # 2041846-15

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	3.00	920.00	2,760.00
Alan Holtz	2.30	920.00	2,116.00
Marc E Landy	6.30	665.00	4,189.50
Todd Toaso	0.70	455.00	318.50
Lauren Schulman	5.50	405.00	2,227.50
Total Hours & Fees	17.80		11,611.50



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Invoice # 2041846-16

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
06/03/12	ST	Travel from DEN to EWR for meeting between ResCap debtors and advisors.	4.80
06/07/12	ST	Travel from LGA to DEN.	5.00
06/10/12	ST	Travel from DEN to LGA for meeting with FTI and Moelis to review DIP budget and waterfall.	4.60
06/14/12	ST	Travel from LGA to DEN.	5.00
06/25/12	ST	Travel from DEN to LGA for meetings with UCC and FTI.	5.00
06/28/12	ST	Travel from LGA to DEN after meetings with AP team, UCC, and FTI.	5.00
Total Hours			29.40



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Invoice # 2041846-16

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	29.40	455.00	13,377.00
Total Hours & Fees	29.40		13,377.00



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Invoice # 2041846-17

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
05/24/12	Conference Calls - - VENDOR: InterCall Alan Holtz	3.03
05/29/12	Meals & Tips Alan Holtz - Dinner	20.00
05/30/12	Coach Airfare Scott Tandberg 2012-06-10 DEN - LGA	421.44
05/30/12	Coach Airfare Scott Tandberg 2012-06-03 DEN - EWR	815.14
06/03/12	Lodging Scott Tandberg Candlewood Suites Time Sq - New York 06/03/2012 - 06/08/2012	2,006.06
06/03/12	Meals & Tips Scott Tandberg - Dinner	19.21
06/03/12	Mileage Scott Tandberg 45 Miles	24.98
06/04/12	Cab Fare/Ground Transportation Scott Tandberg EWR Airport to Manhattan	89.00
06/04/12	Meals & Tips Scott Tandberg - Dinner	34.89
06/04/12	Meals & Tips Scott Tandberg - Breakfast	7.21
06/05/12	Meals & Tips Scott Tandberg - Breakfast	7.21
06/05/12	Meals & Tips Scott Tandberg - Dinner	25.00
06/06/12	Meals & Tips Scott Tandberg - Dinner	50.00
06/06/12	Meals & Tips Scott Tandberg - Breakfast	7.57
06/07/12	Cab Fare/Ground Transportation Scott Tandberg Candlewood Suites to New York Office	9.36
06/07/12	Meals & Tips Scott Tandberg - Breakfast	7.57
06/07/12	Meals & Tips Scott Tandberg - Dinner	18.82
06/07/12	Mileage Scott Tandberg 45 Miles	24.98
06/07/12	Parking & Tolls Scott Tandberg	94.00
06/08/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	26.64
06/08/12	Cab Fare/Ground Transportation Marc Landy 40 West 57th Street/NY to GCT/ NY	6.62
06/10/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to NY Office	30.98
06/10/12	Conference Calls - - VENDOR: InterCall Marc Landy	7.02



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2041846-17

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
06/10/12	Lodging Scott Tandberg Marriott Hotels - New York 06/10/2012 - 06/15/2012	1,846.99
06/10/12	Meals & Tips Scott Tandberg - Dinner	18.52
06/10/12	Mileage Scott Tandberg 45 Miles	24.98
06/11/12	Cab Fare/Ground Transportation Marc Landy 40 West 57th Street/NY to GCT/ NY	6.02
06/11/12	Meals & Tips Scott Tandberg - Breakfast	7.57
06/11/12	Meals & Tips Scott Tandberg - Dinner	33.75
06/12/12	Meals & Tips Scott Tandberg - Dinner	40.74
06/12/12	Meals & Tips Scott Tandberg - Breakfast	7.57
06/13/12	Coach Airfare Scott Tandberg 2012-06-24 DEN - LGA	460.64
06/13/12	Airfare Service Charge Scott Tandberg	10.00
06/13/12	Meals & Tips Scott Tandberg - Breakfast	8.32
06/14/12	Cab Fare/Ground Transportation Scott Tandberg NY Office to LGA Airport	36.62
06/14/12	Meals & Tips Scott Tandberg - Dinner	17.93
06/14/12	Meals & Tips Scott Tandberg - Breakfast	7.57
06/14/12	Mileage Scott Tandberg 45 Miles	24.98
06/14/12	Parking & Tolls Scott Tandberg	96.00
06/15/12	Conference Calls - - VENDOR: InterCall Marc Landy	8.58
06/15/12	Conference Calls - - VENDOR: InterCall Marc Landy	2.13
06/17/12	Conference Calls - - VENDOR: InterCall Marc Landy	5.53
06/17/12	Conference Calls - - VENDOR: InterCall Marc Landy	0.40
06/17/12	Meals & Tips Scott Tandberg - Dinner	4.83
06/20/12	Conference Calls - - VENDOR: InterCall Marc Landy	0.78
06/22/12	Conference Calls - - VENDOR: InterCall Marc Landy	2.85
06/24/12	Coach Airfare Scott Tandberg 2012-07-08 DEN - LGA	629.05
06/24/12	Airfare Service Charge Scott Tandberg	10.00
06/24/12	Conference Calls - - VENDOR: InterCall Marc Landy	12.16



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New York, NY 10036

Invoice # 2041846-17

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
06/24/12	Meals & Tips Scott Tandberg - Dinner	6.51
06/25/12	Cab Fare/Ground Transportation Michael Eisenberg NY Office to Home	12.20
06/25/12	Lodging Scott Tandberg Marriott Hotels - New York 06/25/2012 - 06/28/2012	1,280.79
06/25/12	Meals & Tips Scott Tandberg - Dinner	49.37
06/25/12	Meals & Tips Scott Tandberg - Breakfast	10.37
06/25/12	Mileage Scott Tandberg 45 Miles	24.98
06/25/12	Parking & Tolls Scott Tandberg	14.00
06/26/12	Coach Airfare Scott Tandberg 2012-07-15 DEN - LGA	470.43
06/26/12	Airfare Service Charge Scott Tandberg	10.00
06/26/12	Cab Fare/Ground Transportation Scott Tandberg LGA to Manhattan	30.48
06/26/12	Meals & Tips Scott Tandberg - Dinner	22.50
06/26/12	Meals & Tips Scott Tandberg - Breakfast	7.52
06/27/12	Meals & Tips Scott Tandberg - Breakfast	7.52
06/27/12	Meals & Tips Scott Tandberg - Dinner	25.50
06/28/12	Meals & Tips Scott Tandberg - Breakfast	7.52
06/28/12	Meals & Tips Scott Tandberg - Dinner	18.84
06/28/12	Mileage Scott Tandberg 45 Miles	24.98
06/28/12	Parking & Tolls Scott Tandberg	84.00
06/29/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA	38.60
06/29/12	Conference Calls - - VENDOR: InterCall Marc Landy	0.15
06/29/12	Meals & Tips Scott Tandberg - Dinner	8.42
06/30/12	Airfare Service Charge Alan Holtz	75.00
Total Disbursements		9,310.92



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Residential Capital UCC
c/o Kramer Levin
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2041846-17

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Airfare	2,796.70
Airfare Service Charge	105.00
Cab Fare/Ground Transportation	286.52
Conference Calls	42.63
Lodging	5,133.84
Meals & Tips	508.35
Mileage	149.88
Parking & Tolls	288.00
Total Disbursements	9,310.92



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September 12, 2012

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2042086

Federal Tax Id 38-3637158

For Professional Services: July 1, 2012 through July 31, 2012

Current Charges:		Hours	Rate	Amount
Wei Wei	Associate	45.20	345.00	15,594.00
Michael S Eisenberg	Associate	191.00	345.00	65,895.00
Lauren Schulman	Associate	100.40	405.00	40,662.00
Robby J Spigner	Associate	28.90	405.00	11,704.50
Todd Toaso	Vice President	162.90	455.00	74,119.50
Scott Tandberg	Vice President	204.20	455.00	92,911.00
John Natividad	Vice President	24.50	505.00	12,372.50
Meaghan Schmidt	Director	31.70	620.00	19,654.00
Mercedes Arango	Director	149.60	665.00	99,484.00
Marc E Landy	Director	174.00	665.00	115,710.00
Harvey Kelly	Managing Director	54.30	920.00	49,956.00
Alan Holtz	Managing Director	50.80	920.00	46,736.00
Total Hours & Fees		<u>1,217.50</u>		<u>644,798.50</u>
Less 50% Non-Working Travel (Billed at 50%)				(7,962.50)
Subtotal				<u>636,836.00</u>
Electronic Discovery Services				70,543.50
Subtotal				<u>707,379.50</u>
Less 20% Hold Back Fee				(141,475.90)

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Subtotal	565,903.60
Expenses	9,932.90
Total Amount Due	<u>USD 575,836.50</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00001	Engagement Planning	4,825.50
007351.00002	Business Analysis	5,608.00
007351.00004	Current Financials	29,774.00
007351.00006	Cash Management	7,358.50
007351.00007	Employee Issues	28,995.50
007351.00010	Claims & Recoveries	26,909.00
007351.00011	Misc. Motions	127,979.50
007351.00015	UCC Meetings	64,570.00
007351.00016	Court Hearings	5,940.50
007351.00017	RMBS Settlement	98,868.50
007351.00018	Collateral Analysis	1,001.00
007351.00020	Forensic Investigation - General	200,802.50
007351.00023	Ediscovery Consulting	12,372.50
007351.00024	Ediscovery Processing & Hosting	70,543.50
007351.00090	Billing and Retention	13,868.50
007351.00091	Non Working Travel (Billed at 50%)	7,962.50
Total Fees Incurred		707,379.50



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Expenses	Amount
Coach Airfare	1,395.65
Airfare Service Charge	30.00
Cab Fare/Ground Transportation	334.03
Conference Calls	31.33
Lodging	7,112.50
Meals & Tips	539.99
Mileage	174.86
Parking & Tolls	310.30
Postage/Messenger/Courier	4.24
Total Disbursements	9,932.90



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
07/03/12	ST	Review case status and project plan with AP team.	0.70
07/05/12	HK	Review task list from Kramer Levin	0.30
07/05/12	HK	After reviewing task list from Kramer Levin, coordinate status update.	0.10
07/06/12	HK	Coordinate AlixPartners activities with team.	1.10
07/16/12	MSE	Meeting with AP team to discuss status of engagement.	0.60
07/16/12	MA	Update meeting on status of various motions and work streams with Harvey Kelly and Marc Landy.	0.80
07/18/12	MSE	Meeting with AP team to discuss current status of data requests.	0.80
07/23/12	MSE	Follow-up meeting with team to discuss engagement status.	0.40
07/23/12	MA	Meeting with Alvarez & Marsal and Moelis to discuss case status.	1.50
07/25/12	MA	Reviewed historical AP/Moelis work streams.	0.50
07/27/12	HK	Determine status of various AlixPartners work streams.	0.70
Total Hours			7.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-1

Re: Engagement Planning
Client/Matter # 007351.00001

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.20	920.00	2,024.00
Mercedes Arango	2.80	665.00	1,862.00
Scott Tandberg	0.70	455.00	318.50
Michael S Eisenberg	1.80	345.00	621.00
Total Hours & Fees	7.50		4,825.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-2

Re: Business Analysis
Client/Matter # 007351.00002

Date	Consultant	Description of Services	Hours
07/02/12	MSE	Prepare diagrams for Debtor's business analysis.	2.40
07/03/12	MSE	Discussion with team on MRS Swap economics.	1.60
07/06/12	ST	Review KL case update summary.	0.30
07/10/12	ST	Review visio diagrams for Rescap business operations.	0.50
07/10/12	ST	Review schedules filed for Debtors on the docket.	2.30
07/17/12	TMT	Review of Regulation AB	1.20
07/18/12	MSE	Revise diagram of organizational structure and business relationship between Debtor and Parent.	2.10
07/30/12	ST	Research Ally and Rescap public filings for historical financials and line-item descriptions.	2.80
07/31/12	ST	Meeting with M. Renzi and Liz Park from FTI and Moelis and AP team to discuss intercompany balances.	0.60
Total Hours			13.80



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-2

Re: Business Analysis
Client/Matter # 007351.00002

Fee Recap:

Consultant	Hours	Rate	Amount
Todd Toaso	1.20	455.00	546.00
Scott Tandberg	6.50	455.00	2,957.50
Michael S Eisenberg	6.10	345.00	2,104.50
Total Hours & Fees	13.80		5,608.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-3

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
07/06/12	ST	Call with KL and AP team to discuss review of SOFAs and Schedules.	0.40
07/06/12	ST	Review SOFAs and Schedules.	0.90
07/06/12	ST	Create SOFAs and Schedules work plan slides.	0.60
07/06/12	MSE	Follow-up discussion with AP team to discuss reporting requirements and presentation.	0.60
07/06/12	MSE	Call with KramerLevin to discuss financial reporting requirements.	0.50
07/06/12	AH	Discuss SOFAs/Schedules review w/ Kramer Levin	0.40
07/09/12	ST	Review May Rescap and GMACM financials.	0.70
07/10/12	AH	Review first summary report of Debtor cash flows.	0.90
07/10/12	MSE	Call with Kramer Levin to discuss SOFA schedule procedures.	0.30
07/10/12	ST	Update SOFAS & Schedules work plan deck.	0.40
07/10/12	AH	Review first summary report of Debtor cash flows.	0.30
07/11/12	ST	At Kramer Levin's request, review asset and liability schedules filed on docket.	2.90
07/11/12	ST	Follow up with FTI regarding electronic SOFA and schedules.	0.60
07/12/12	ST	Reconcile entity-level trial balance information.	1.60
07/16/12	MSE	Reviewed SOFAs and Schedules filed.	3.70
07/19/12	ST	Meet with AP team to discuss SOFAS and Schedules and project plan.	0.70
07/19/12	MSE	Review SOFAs and Schedules.	1.10
07/20/12	MSE	Call with Kramer Levin on SOFAs and schedules.	0.20
07/20/12	MSE	Analyze SOFAs and schedules.	2.20
07/23/12	ST	Call with KL to discuss SOFAs and Schedules update for UCC.	0.40
07/23/12	ST	Analyze SOFAs 3b and 3c for 90 day payments.	3.80
07/23/12	ST	Meet with AP team to discuss review of SOFAs and Schedules.	0.80



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Residential Capital, LLC
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New York, NY 10036

Invoice # 2042086-3

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
07/23/12	MSE	Perform analysis of schedules and SOFAs.	2.90
07/23/12	MSE	Review schedules and SOFAs	2.10
07/24/12	ST	Create and review SOFA and Schedules review presentation deck.	3.80
07/24/12	ST	Create summary analytics of schedules.	1.80
07/24/12	MSE	Create presentation for Committee analyzing SOFA Schedule E&F submissions.	4.20
07/24/12	ST	Update SOFA and Schedules review presentation to include KL review and comments.	1.20
07/24/12	AH	Review report of actual vs. plan cash flow	0.50
07/24/12	ST	Review KL SOFA analysis and commentary.	0.80
07/24/12	AH	Review update report to UCC re: Schedules and SOFA analysis	0.30
07/25/12	ST	Draft question and request list for FTI regarding schedules.	1.80
07/25/12	ST	Update SOFAs/Schedule presentation for additional KL revisions.	0.60
07/25/12	ST	Review Schedule G, executory contract listing.	1.20
07/25/12	MSE	Review SOFAs and schedules filed by Debtors.	2.10
07/25/12	MSE	Review of SOFA Schedule G.	0.40
07/30/12	MA	Review of May and June 2012 Debtors MOR.	0.50
07/30/12	MEL	Review of MOR's for May and June.	1.20
07/30/12	ST	Update May and June financial schedules.	1.40
07/30/12	ST	Participate on call with FTI to review May and June MORs.	0.60
07/30/12	MSE	Prepare for call with FTI to discuss Monthly Operating Reports.	0.60
07/30/12	MSE	Review monthly operating reports.	1.40
07/30/12	MSE	Create presentation for UCC to summarize published MORs.	3.90
07/30/12	ST	Compile draft MOR review presentation deck.	3.40
07/30/12	MEL	Call with FTI regarding MORs for May and June.	0.60
07/30/12	MA	Analysis of May-June 2012 net losses posted.	0.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-3

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
07/30/12	MSE	Call with FTI to discuss Monthly Operating Reports.	0.60
07/30/12	ST	Prepare for call with FTI to review May and June MORs.	0.20
07/31/12	ST	Meeting with M.E. regarding Monthly Operating Report results.	0.90
07/31/12	MSE	Revise presentation to UCC on Monthly Operating Results analysis.	1.70
07/31/12	MSE	Meeting with S. Tandberg regarding Monthly Operating Report results.	0.90
07/31/12	ST	Research May MSR and hedge write down and historical fluctuations.	0.80
07/31/12	ST	Call with FTI to discuss outstanding SOFA/Schedule and MOR request items.	0.60
07/31/12	ST	Call with J. Shifer and S. Zide from KL to discuss interco balances and financials.	0.60
07/31/12	ST	Update draft MOR review analysis.	0.70
Total Hours			68.80



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-3

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.40	920.00	2,208.00
Marc E Landy	1.80	665.00	1,197.00
Mercedes Arango	1.00	665.00	665.00
Scott Tandberg	34.20	455.00	15,561.00
Michael S Eisenberg	29.40	345.00	10,143.00
Total Hours & Fees	68.80		29,774.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-4

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
07/04/12	ST	Review and respond to question from Moelis regarding DIP budget.	0.60
07/06/12	ST	Discuss cash variance reporting with AP team.	0.50
07/06/12	MSE	Prepare analysis of variance reporting for May 14 through June 15 cash flows.	0.90
07/09/12	ST	Review cash flow variance summary.	0.70
07/09/12	ST	Draft cash flow variance summary.	0.70
07/10/12	ST	Revise cash variance report.	1.30
07/10/12	ST	Meet with AP team to discuss cash variance reporting.	0.40
07/10/12	MSE	Revise presentation on first five week cash flow variances.	1.40
07/10/12	MSE	Call with FTI to discuss cash flow variances.	0.20
07/10/12	MSE	Call with Kramer Levin on cash flow variances.	0.40
07/11/12	MSE	Analyze cash flow forecast reporting from FTI.	1.20
07/11/12	ST	Follow up with FTI regarding Ally payments.	0.70
07/23/12	ST	Prepare summary report of cash forecast variances.	1.10
07/23/12	ST	Review ResCap 4-week variance report.	0.90
07/24/12	ST	Call with FTI to review cash flow variance report.	0.60
07/24/12	ST	Update cash variance review deck.	0.60
07/24/12	MSE	Analyze DIP cash flow variance analysis submission.	1.10
07/24/12	MSE	Call with FTI to discuss DIP cash flow update.	0.60
07/24/12	MSE	Review DIP cash flow forecast updates.	1.90
07/24/12	ST	Review cash variance review deck.	0.60
07/25/12	MSE	Revise presentation for July DIP cash flow projection update.	1.10
07/26/12	ST	Respond to cash question from Moelis and FTI.	0.20
07/26/12	ST	Research cash question from Moelis and FTI.	0.60
Total Hours			18.30



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-4

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	9.50	455.00	4,322.50
Michael S Eisenberg	8.80	345.00	3,036.00
Total Hours & Fees	18.30		7,358.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-5

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
07/02/12	ST	Call with KL to discuss status of KEIP/KERP.	0.40
07/02/12	ST	Call with FTI to discuss open items and response to KEIP/KERP questions.	0.80
07/02/12	ST	Discuss status of KEIP/KERP review with AP team.	0.30
07/02/12	ST	Review FTI/MoFo data and responses to KEIP/KERP questions.	2.40
07/02/12	ST	Perform analytics on Rescap KEIP/KERP and compensation data.	2.70
07/02/12	ST	Compile KEIP/KERP position summary document.	3.10
07/03/12	AH	Discuss status of KEIP/KERP review w/ S. Star (FTI)	0.30
07/05/12	ST	Perform analytical review of KEIP/KERP.	2.10
07/05/12	ST	Create program overview slides for KEIP/KERP presentation.	1.70
07/05/12	ST	Update revised KEIP/KERP request list.	0.40
07/05/12	ST	Create analytical and recommendation slides for KEIP/KERP presentation.	2.80
07/05/12	ST	Create key issues slides for KEIP/KERP presentation.	2.90
07/06/12	AH	Make changes/add new sections to KEIP/KERP report.	1.40
07/06/12	AH	Discuss updates to KEIP/KERP report w/ S. Tandberg	0.70
07/06/12	ST	Review analytical summaries for KEIP/KERP.	1.20
07/06/12	ST	Call with FTI to discuss KEIP/KERP status.	0.50
07/06/12	ST	Update KEIP/KERP deck for AP and KL revisions.	3.30
07/06/12	AH	Discuss KEIP/KERP w/ FTI (S. Star, M. Laber)	0.60
07/06/12	AH	Review KEIP/KERP report.	1.10
07/06/12	AH	Discuss KEIP/KERP report with Kramer Levin team (S.Zide, D. Mannal)	0.70
07/06/12	ST	Call with KL and AP team to review KEIP/KERP presentation.	0.80
07/06/12	ST	Update analytical summaries for KEIP/KERP.	1.20
07/09/12	AH	Review counsel's comments on KEIP/KERP report to UCC and several turns of report to address comments and make	1.20



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-5

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
		final revisions	
07/09/12	ST	Review KEIP/KERP presentation.	0.40
07/09/12	ST	Update KEIP/KERP schedules for KL input.	1.60
07/09/12	ST	Update KEIP/KERP presentation for AP and KL revisions.	1.50
07/09/12	ST	Call with FTI to discuss outstanding KEIP/KERP requests and RSU program.	0.60
07/09/12	ST	Call with KL to discuss revisions to the KEIP/KERP presentation.	0.80
07/09/12	ST	Call with FTI to discuss additional revisions to the KEIP/KERP presentation.	0.50
07/09/12	ST	Review assumed employee liability purchase price adjustment schedule.	0.90
07/09/12	ST	Call with KL, MoFo, and Rescap to discuss employee liability purchase price adjustments.	1.40
07/10/12	ST	Discuss KEIP/KERP with KL team.	0.80
07/11/12	ST	Call with FTI to discuss KEIP/KERP presentation.	0.60
07/11/12	AH	Meet w/ S. Star re: UCC reaction to KEIP/KERP	0.30
07/12/12	AH	Various emails w/ D. Mannal and S. Zide (Kramer Levin) re: KEIP/KERP	0.20
07/12/12	AH	Call w/ S. Star (FTI) re: KEIP/KERP issues	0.20
07/12/12	ST	Review Debtor KEIP/KERP counter proposal.	0.40
07/13/12	AH	Discuss KEIP/KERP response from company (7/14 and 7/15)	0.40
07/13/12	AH	Review KEIP/KERP response from FTI and discuss w/ S. Zide	0.40
07/13/12	AH	Call w/ S. Star (FTI) re: KEIP/KERP response	0.40
07/16/12	AH	Call w/ Kramer Levin and MoFo to discuss AFI Special Master waiver of comp restrictions on Top 100	0.70
07/16/12	AH	Calls w/ S. Star (FTI) and S. Zide (Kramer Levin) re: KEIP/KERP.	0.20
07/16/12	AH	Review proposed correspondence re: KERP/KEIP	0.20



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Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
07/18/12	ST	Research and respond to KL questions regarding KEIP/KERP.	1.40
07/18/12	ST	Call with FTI to discuss GSE ranking and employee performance metrics.	0.60
07/18/12	ST	Review KEIP/KERP motion and supporting documentation.	1.80
07/19/12	AH	Review proposed KEIP/KERP motion including issues identified by S. Tandberg.	0.30
07/23/12	ST	Follow up with FTI regarding provisions in the KEIP/KERP motion.	0.80
07/29/12	AH	Conference call w/ Kramer Levin and MoFo re: Executive Comp.	1.00
07/31/12	ST	Research KEIP/KERP participants for insider/non-insider classification.	1.80
07/31/12	ST	Correspond with M. Laber at FTI regarding insider classification for KEIP.	0.40
Total Hours			53.20



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Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	10.30	920.00	9,476.00
Scott Tandberg	42.90	455.00	19,519.50
Total Hours & Fees	53.20		28,995.50



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Residential Capital, LLC
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Invoice # 2042086-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
07/02/12	ST	Call with Moelis to discuss waterfall status.	0.30
07/03/12	ST	Call with M. Renzi from FTI to discuss waterfall source documents.	0.40
07/10/12	MEL	Review consolidating financial information in the context of understanding which legal entities have assets and where claims could be asserted.	1.80
07/11/12	MA	Participated in call with AlixPartners, Kramer, MoFo, FTI, ResCap and Freddie Mac on R&W repurchase obligations and budgeted amounts.	0.70
07/11/12	MEL	Analyze waterfall prepared by FTI.	1.10
07/12/12	MEL	Work on waterfall related to RMBS	0.50
07/12/12	MEL	Develop work plan for waterfall in the context of RMBS litigation.	1.00
07/12/12	MA	Engagement team meeting to discuss waterfall analysis (opco and holdco claims) in light of RMBS trust settlement.	1.00
07/12/12	MSE	Review asset - liabilities structure to determine trial balances.	1.20
07/12/12	ST	Review recoveries analysis process with FTI.	0.80
07/16/12	ST	Research Houlihan waterfall analysis and supporting information	2.70
07/16/12	ST	Review AP recovery analysis.	0.70
07/16/12	ST	Research priority and general unsecured claim listing in schedules.	2.20
07/16/12	MSE	Perform analysis of waterfall calculation.	3.90
07/17/12	AH	Discussions w/ team (S. Tandberg and M. Eisenberg) and with FTI (M. Renzi) re: waterfall recovery analysis	0.70
07/17/12	MSE	Meeting with FTI, Moelis regarding waterfall recoveries analysis.	2.90
07/17/12	MSE	Analyze waterfall recoveries schedules.	0.80
07/17/12	MSE	Follow-up meeting with AP team to discuss waterfall analysis.	0.40
07/17/12	MSE	Call with Moelis and Kramer Levin to discuss asset	0.70



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Invoice # 2042086-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		recoveries.	
07/17/12	ST	Meeting with FTI and Moelis to review FTI waterfall analysis.	3.40
07/17/12	ST	Meet with AP team to discuss waterfall information.	0.60
07/18/12	ST	Review asset and entity roll up from FTI.	2.80
07/18/12	MSE	Analyze trial balances data provided by FTI.	0.60
07/19/12	ST	Analyze asset and liability consolidation.	3.60
07/20/12	ST	Review unsecured and priority claim listing in schedules and trial balance.	1.80
07/23/12	AH	Meet w/ S. Tandberg and M. Eisenberg re: claims waterfall work in process	0.40
07/25/12	AH	Communications w/ D. Mannal (KL) re: FTI's request for a "release letter"	0.20
07/25/12	ST	Follow up with FTI regarding meeting to review treatment of intercompany claims.	0.30
07/25/12	ST	Call with KL to discuss SOFAs and waterfall analysis.	0.40
07/25/12	ST	Review Schedule B18 and B22 asset information in relation to waterfall.	1.40
07/25/12	MSE	Prepare outline of waterfall analysis.	2.10
07/26/12	AH	Call w/ Kramer Levin. MoFo and FTI re: proposed FTI release letter	0.60
07/26/12	MSE	Perform analysis of claims for waterfall recovery discussions.	3.40
07/26/12	MSE	Develop outline for Waterfall analysis.	1.40
07/26/12	ST	Draft framework and work plan for waterfall analysis.	1.80
07/27/12	MSE	Analysis of Servicer Advance flows related to projected sale price.	0.90
07/31/12	ST	Call with S. Zide from KL to discuss issues relating to intercompany balances.	0.50
07/31/12	ST	Meeting with M. Renzi and Liz Park from FTI and Moelis to review FTI waterfall analysis model.	3.50
07/31/12	MSE	Meeting with FTI, Company, Moelis and Kramer Levin to	1.20



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Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		discuss intercompany balances.	
07/31/12	MSE	Meeting with FTI and Moelis to discuss Waterfall analysis.	2.90
07/31/12	MSE	Preparation for waterfall discussion with FTI.	1.20
07/31/12	MSE	Review intercompany balances in preparation for discussion with FTI, Kramer Levin and MoFo.	1.70
Total Hours			60.50



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Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	1.90	920.00	1,748.00
Marc E Landy	4.40	665.00	2,926.00
Mercedes Arango	1.70	665.00	1,130.50
Scott Tandberg	27.20	455.00	12,376.00
Michael S Eisenberg	25.30	345.00	8,728.50
Total Hours & Fees	60.50		26,909.00



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Residential Capital, LLC
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Invoice # 2042086-7

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/01/12	RJS	Research financial advisory professional assignments in representative cases in connection with FTI retention analysis	1.90
07/01/12	RJS	Review analysis of fee structures provided by FTI	2.80
07/01/12	RJS	Analyze data on professionals retained in prior cases in connection with FTI retention analysis.	2.20
07/02/12	RJS	Analyze completion fees in prior cases to determine appropriate range in connection with FTI retention analysis	1.40
07/02/12	RJS	Analyze data on professionals retained in prior cases in connection with FTI retention analysis	0.50
07/02/12	RJS	Call to discuss next steps in FTI retention and fee analysis	0.40
07/02/12	RJS	Review analysis of completion fee structures provided by FTI	2.80
07/02/12	RJS	Review analysis of monthly fee structures provided by FTI	2.90
07/02/12	RJS	Analyze monthly fees in prior cases to determine range of appropriate fees in connection with FTI retention analysis	1.30
07/02/12	TMT	Analysis of projected loss mitigation cash outlays	1.20
07/02/12	RJS	Compile data from PACER on monthly fees charge in representative case set in connection with FTI retention analysis	2.90
07/02/12	RJS	Create presentation on analysis of fee arrangements in prior cases in connection with FTI retention analysis.	2.90
07/02/12	MEL	Discuss sub servicing open items with M. Renzi from FTI following meeting at MoFo	1.20
07/02/12	MEL	Discuss sub servicing open items with Alix team following meeting at MoFo	0.90
07/02/12	MEL	Prepare for UCC call by reviewing motions.	1.80
07/02/12	MA	Discussions with engagement team members regarding status of loss mitigation caps (supplemental servicing motion).	0.40
07/02/12	MA	Call with UCC professionals to discuss UCC meeting agenda and recommendations for UCC on various pending motions (RMBS Trust Settlement and Ally Subservicing).	1.80



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/02/12	MEL	Prepare for sub servicing meeting at MoFo	1.00
07/02/12	MEL	Sub servicing meeting with Kramer Levin, Moelis ResCap, FTI and MoFo	3.00
07/02/12	MEL	Discuss sub servicing open items with M. Renzi from FTI following meeting at MoFo	1.20
07/02/12	MSE	Discussion with Alix team on economics of origination re: subservicing	1.70
07/02/12	MSE	Call with FTI to discuss outstanding data requests.	1.20
07/02/12	MSE	Meeting with Debtors and professionals to discuss Sub Servicing Agreement.	2.60
07/02/12	MSE	Follow-up meeting with Kramer Levin and Moelis to discuss SubServicing.	0.80
07/02/12	MSE	Analyze origination profit and loss projections re: subservicing	1.90
07/02/12	ST	Review KL servicing agreement statement.	0.40
07/02/12	ST	Review FTI fee budget.	0.30
07/02/12	ST	Review debtor advisor fee summary in connection with FTI retention analysis.	0.50
07/02/12	ST	Review revised debtor fee analysis and notes in connection with FTI retention analysis.	0.50
07/02/12	HK	Telephonically participate in a meeting with MoFo, FTI, Debtors' management, Moelis and KL regarding questions associated with Ally subservicing arrangement.	2.30
07/02/12	MA	Meeting with ResCap, Centerview, FTI, MoFo, Kramer, Moelis & AlixPartners to discuss servicing business and Ally subservicing agreement.	2.90
07/02/12	MA	Meeting with engagement team to discuss status of Ally subservicing motion and next steps.	0.50
07/02/12	MA	Review of subservicing motion related materials (spreadsheets, schedules, presentations) to prep for meeting with the company and its advisors.	0.80
07/02/12	AH	Calls w/ M. Eisenband (FTI) to discuss FTI retention	0.50



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/02/12	AH	Calls w/ R. Spigner to review FTI comps analysis	1.10
07/02/12	AH	Calls w/ Kramer Levin (J. Sherwood, S. Zide) to discuss FTI retention	0.40
07/02/12	MA	Discussions with engagement team members regarding status of information request list (subservicing motion).	0.40
07/03/12	AH	Calls w/ D. Mannal and J. Dermont re: professional retentions	0.40
07/03/12	MSE	Prepare presentation on Servicing business for UCC.	5.20
07/03/12	MSE	Call with Moelis to discuss MSR Swap economics.	0.80
07/03/12	ST	Review KL committee update and attachments.	0.50
07/03/12	TMT	Review of latest docket filings	0.80
07/05/12	MEL	Review material provided by debtors regarding sub-servicing	2.80
07/05/12	ST	Review KL case update and debtor retention applications.	0.50
07/05/12	ST	Review FTI MSR swap presentation.	0.40
07/05/12	MSE	Call with Centerview to discuss Pre-petition servicing arrangement.	0.70
07/05/12	MSE	Prepare presentation for committee on Subservicing profitability.	5.80
07/05/12	MA	Review of UCC daily update email from Kramer with newly filed motions.	0.80
07/05/12	AH	Review investment banker retention fee comparison.	0.20
07/05/12	AH	Discuss investment banker retention fee comparison w/ J. Dermont (Moelis)	0.10
07/06/12	MEL	Review sub-servicing presentation for UCC.	0.80
07/06/12	MSE	Review with team to discuss subservicing presentation.	2.70
07/06/12	MSE	Call with Kramer Levin on Subservicing presentation.	0.70
07/06/12	MSE	Call with AP team to review Subservicing motion presentation.	0.70
07/06/12	MSE	Additional revisions to subservicing motion presentation.	2.10
07/06/12	MSE	Make revisions to Subservicing Presentation.	1.40



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/06/12	ST	Review Trustee objection to professionals' retention applications.	0.40
07/06/12	ST	Call with AP team to discuss subservicing presentation.	0.40
07/06/12	MEL	Discuss sub-servicing presentation for UCC with Michael Eisenberg.	1.50
07/06/12	HK	Analyze subservicing projection data received from Debtors.	1.40
07/06/12	MEL	Discuss Kramer Levin list of open items associated with Sub-servicing with Elan Daniels and Doug Manna	0.40
07/06/12	MEL	Review Kramer Levin list of open items associated with Sub-servicing	0.50
07/06/12	MEL	Draft executive summary for sub servicing presentation.	0.90
07/06/12	MEL	Make revisions to sub-servicing presentation for UCC.	0.70
07/07/12	MEL	Develop sub-servicing economics analysis structure.	0.90
07/07/12	MSE	Call with AP team to discuss subservicing profitability presentation.	0.80
07/07/12	MSE	Make revisions to subservicing presentation.	0.70
07/08/12	MSE	Follow-up revisions for subservicing presentation.	0.70
07/08/12	MSE	Call with AP team to discuss revisions for subservicing presentation.	1.10
07/08/12	MEL	Discuss sub servicing presentation with Michael Eisenberg.	1.10
07/08/12	MEL	Make revisions to sub servicing presentation.	0.50
07/08/12	MEL	Prepare financial analysis of approving vs. rejection of sub servicing motion	1.80
07/08/12	HK	Review draft analysis of relevant financial aspects of proposed Ally subservicing agreement.	1.20
07/08/12	HK	Make revisions to draft analysis of relevant financial aspects of proposed Ally subservicing agreement.	1.20
07/09/12	MA	Meeting with engagement team to discuss Ally subservicing motion analysis.	0.30
07/09/12	MA	Call with FTI on due diligence items re: Ally subservicing motion.	0.50
07/09/12	HK	Comment on revised subservicing agreement analysis to be	0.30



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Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		presented to UCC.	
07/09/12	HK	Review revised subservicing agreement analysis to be presented to UCC.	0.60
07/09/12	ST	Meet with AP team to discuss motion status and work plan.	0.50
07/09/12	TMT	Review of supplemental servicing settlement procedure materials	2.10
07/09/12	MSE	Call with FHLMC to discuss put back obligations.	0.60
07/09/12	MSE	Perform evaluation of Servicing motion.	1.90
07/09/12	MSE	Meeting with Kramer Levin to discuss subservicing economics presentation.	1.60
07/09/12	MA	Reviewed draft AlixPartners presentation on Ally subservicing motion.	1.20
07/09/12	MSE	Call with Kramer Levin to discuss settlements analysis.	0.70
07/09/12	MSE	Revise subservicing economics presentation.	4.20
07/09/12	MSE	Call with Kramer Levin to discuss supplemental servicing motion.	0.20
07/09/12	MSE	Call with FTI to discuss cash payment settlements in supplemental servicing motion.	0.50
07/09/12	RJS	Analyze data on retention types for sample cases in connection with FTI retention analysis.	2.40
07/09/12	AH	Prepare report to UCC on FTI proposed engagement terms after discussions w/ R. Spigner	3.10
07/09/12	AH	Discuss professional retentions w/ J. Dubel (UCC co-chair)	0.20
07/09/12	MEL	Discussion with Joe Shifer regarding supplemental servicing.	0.30
07/09/12	MEL	Meeting at Kramer Levin to discuss Sub-Servicing economics	1.50
07/09/12	MEL	Follow-up discussions with Mark Renzi from FTI regarding settlements.	0.50
07/09/12	MEL	Make revisions to sub servicing motion slides.	1.80
07/09/12	MEL	Discussion with Elan Daniels regarding supplemental servicing motion.	0.70



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Date	Consultant	Description of Services	Hours
07/09/12	MEL	Discussion with Mark Renzi from FTI regarding settlements.	0.40
07/09/12	RJS	Update presentation on fee arrangements with new exhibits on retention types	2.00
07/09/12	RJS	Gather data on 363 or 327/328 retention type for representative fee arrangement cases re: FTI retention analysis.	2.50
07/09/12	MEL	Call with FHLMC attorney and Elan Daniels regarding put back obligations.	0.50
07/09/12	MEL	Discuss supplemental servicing with Elan Daniels.	0.20
07/09/12	MEL	Evaluate sub servicing economics	1.90
07/10/12	AH	Meet w/ S. Tandberg and M. Eisenberg to prepare for UCC meeting re: subservicing presentation.	0.40
07/10/12	AH	Meet w/ FTI SMDs, M. Eisenband, G. Gutzheit, B. Nolan re: retention issues	1.00
07/10/12	AH	Call w/ K. Eckstein and D. Mannal re: UCC meeting agenda.	0.30
07/10/12	AH	Correspond w/ FTI re: retention terms	0.20
07/10/12	MEL	Make revisions to subservicing presentation	1.90
07/10/12	MEL	Review details on Ally reimbursements under DOJ/AG indemnity.	0.70
07/10/12	MEL	Review presentation of information related to Ally indemnity.	0.80
07/10/12	MEL	Review motions as part of UCC meeting preparation	0.80
07/10/12	MA	Research on Freddie Mac repurchase request from Debtors.	1.00
07/10/12	MSE	Call with FTI on DOJ/AG Settlement Reimbursement estimates.	0.50
07/10/12	MSE	Call with Kramer Levin to discuss outstanding data requests.	0.30
07/10/12	MSE	Call with Kramer Levin to discuss final revisions to subservicing presentation.	0.40
07/10/12	MSE	Perform analysis of DOJ/AG settlement details provided by FTI.	1.30
07/10/12	MSE	Revise subservicing motion presentation.	3.30
07/10/12	MSE	Make revisions to presentation on DOJ/AG settlement	1.10



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		estimates analysis.	
07/10/12	TMT	Analysis of ResCap's GSE loan portfolio via data tapes	3.30
07/10/12	TMT	Analysis of ResCap's non-GSE loan portfolio via data tapes	3.10
07/10/12	TMT	Review of subservicing indemnity payments	0.90
07/10/12	HK	Review UCC update from Kramer Levin re: motions	0.40
07/10/12	ST	Call with KL regarding FTI advisor fee review.	0.50
07/10/12	ST	Review revised subservicing presentation deck.	0.80
07/10/12	ST	Review motion status.	0.60
07/10/12	ST	Update debtor advisor fee review presentation.	0.70
07/10/12	ST	Review KL case update and docket filings.	0.60
07/10/12	MSE	Review origination motion to prepare for committee meeting.	0.70
07/10/12	MSE	Call with AP team to discuss agenda for next UCC meeting.	0.40
07/10/12	MSE	Call with AP team to discuss final revisions to UCC meeting presentations.	0.80
07/10/12	AH	Follow up w/ S. Tandberg re: AlixPartner report to UCC re: retention terms.	0.20
07/10/12	AH	Prepare for call w/ K. Eckstein and D. Mannal re: UCC meeting agenda.	0.30
07/10/12	ST	Review debtor advisor fee review presentation.	0.70
07/10/12	ST	Revise presentations for UCC meeting.	1.20
07/11/12	HK	Review subservicing motion analysis.	0.60
07/11/12	TMT	Conference call regarding caps of payments to Freddie Mac	0.80
07/11/12	TMT	Review of origination motion	0.90
07/11/12	HK	Comment on subservicing motion analysis.	0.50
07/11/12	MSE	Call with FHLMC, MoFo and company on FHLMC put back obligations.	1.10
07/11/12	MSE	Perform analysis of DOJ/AG settlement backup provided by FTI.	1.40
07/11/12	MA	Prepare for UCC meeting by reviewing meeting agenda, materials/presentation, documents related to MSR swap and	1.50



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		status of documents produced by Debtors, Ally and Cerberus.	
07/11/12	MEL	Prepare for UCC meeting by reviewing agenda, presentation, documents related to MSR swap and status of document productions by Debtors, Ally and Cerberus.	1.80
07/11/12	MEL	Respond to e-mails relating to Ally indemnity reimbursements.	0.50
07/11/12	AH	Call M. Eisenband (FTI) and w/ K. Eckstein (Kramer Levin) re: FTI retention	1.10
07/12/12	MSE	Call with FTI to discuss FHLMC put back obligations.	0.40
07/12/12	HK	Analyze UCC update from Kramer Levin.	0.30
07/12/12	MSE	Analyze FHLMC put back obligation forecast.	0.40
07/12/12	ST	Review case status update and motion summary from KL.	0.50
07/13/12	HK	Consider update on Ally offer to modify subservicing motion terms.	0.20
07/13/12	MSE	Call with Kramer Levin to discuss origination order.	0.30
07/16/12	HK	Status update with Marc Landy and Mercy Arango on AlixPartners work in subservicing and RMBS areas.	0.90
07/16/12	HK	Consider Declaration of Thomas Marano and other documents filed on 7/16/12 by Debtors on subservicing motion issues.	2.50
07/16/12	ST	Meet with AP team to discuss project plan and case status re: motions.	0.70
07/16/12	AH	Prepare report to UCC re: compromise proposal on FTI fee arrangement	1.40
07/16/12	AH	Calls w/ J. Sharrett and S. Zide and emails w/ R. Ringer (Kramer Levin) re: FTI retention structure and report to UCC re: same	0.30
07/16/12	TMT	Analysis of ResCap's ability to meet DoJ/AG indemnification using its own loan portfolio	3.50
07/17/12	TMT	Analysis of ResCap's ability to meet DoJ/AG indemnification using its own loan portfolio	3.80
07/17/12	MEL	Read Marano declaration regarding subservicing.	0.80



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-7

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/17/12	AH	Review final FTI deal.	0.10
07/17/12	MA	Prepare for UCC meeting by reviewing Kramer UCC materials on the status of various motions.	1.00
07/17/12	MEL	Prepare for UCC meeting by reviewing document productions related to various motions.	0.40
07/17/12	AH	Provide feedback to co-chairs re: FTI deal.	0.10
07/17/12	MSE	Analyze Marano declaration and supporting schedules.	1.70
07/18/12	MSE	Review settlement agreements between federal government and Debtors.	0.70
07/18/12	MSE	Analyze loan tapes provided in data room.	1.20
07/18/12	MSE	Perform analysis of loan modification criteria for DOJ/AG settlement.	2.70
07/18/12	ST	Meet with AP team to discuss project plan and motion status.	0.70
07/18/12	HK	Consider S&P report entitled "Reassessing the Cost of Mortgage Put-Back Risk for the U.S. Banking Industry" and methodology used therein.	0.30
07/19/12	MEL	Review loan tapes to evaluate ResCap owned loans eligible for soft credits.	3.20
07/19/12	MSE	Analyze loan tapes for eligible population for DOJ/AG modification.	3.90
07/19/12	ST	Review case updates and new filings re: motions.	0.80
07/19/12	MSE	Review loan modification eligible population related to DOJ/AG settlement.	2.90
07/19/12	AH	Review revised addendum to FTI engagement letter.	0.20
07/19/12	AH	Provide comments to Kramer Levin re: revised addendum to FTI engagement letter.	0.10
07/19/12	ST	Review KL case update and docket summary.	0.70
07/19/12	ST	Call with KL to discuss outstanding item status re: motions.	0.70
07/20/12	ST	Discuss case motion status and project plan with AP team.	0.50
07/20/12	ST	Review case status updates and disclosure.	0.80
07/20/12	MSE	Analyze legacy portfolio loan tapes.	1.10



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/20/12	MEL	Review of subservicing documents provided by debtor	1.80
07/20/12	HK	Analyze Kramer Levin UCC updates and underlying attachments.	0.90
07/20/12	MA	Reviewed Kramer emails and attached documents related to UCC update on various motions and pending case matters.	1.00
07/23/12	ST	Review UCC update and docket summary.	0.60
07/23/12	ST	Meet with AP team to discuss motion status and project plan.	0.50
07/23/12	MSE	Call with Kramer Levin on loan modifications of ResCap legacy portfolio re: DOJ/AG settlement	0.40
07/23/12	MSE	Analysis of potential loan modifications of ResCap legacy portfolio and ability to meet DOJ/AG settlement soft dollar credits.	3.20
07/24/12	MSE	Perform analysis of soft credit details provided by FTI with respect to the DOJ/AG settlement analysis.	1.80
07/24/12	ST	Review case update and hearing summary.	0.60
07/24/12	MA	Reviewed documents from Kramer related to Ally Subservicing Agreement (excel spreadsheet with DOJ/AG settlement earned credits and MoFo power point summary).	0.50
07/24/12	MA	Update discussions with Marc Landy and Harvey Kelly regarding Ally subservicing motion and RMBS trust settlement schedule.	0.40
07/24/12	HK	Provide update to John Dubel (UCC Co-Chair) on various case related matters.	0.30
07/24/12	MA	Reviewed Kramer daily UCC email update and attached documents related to Examiner scope/timing, AlixPartners retention and BABC retention.	0.50
07/24/12	MA	Reviewed documents from Kramer related to MSR Swap transaction (confirmation, ISDA, termination, and excel spreadsheet totaling payments owed).	0.50
07/24/12	MEL	Analysis of loan data in relation to DOJ/AG settlement.	2.50
07/25/12	MA	Review of earned credit analysis on ResCap on balance sheet loans under DOJ/AG settlement with Marc Landy and	1.50



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		Michael Eisenberg.	
07/25/12	MEL	Analysis of loan data in relation to DOG/AG settlement.	2.50
07/25/12	MA	Review Kramer email update and attachments on status of pending case motions and summary of hearing.	0.50
07/25/12	ST	Review KL committee update.	0.40
07/25/12	ST	Meet with AP team to discuss motion status and project plan.	0.80
07/25/12	ST	Analyze preference categories in relation to 90 day payments.	0.90
07/25/12	MSE	Revise analysis of legacy portfolio borrower relief eligibility from DOJ/AG settlement.	1.90
07/25/12	MSE	Review analysis with AP team of legacy portfolio loan tapes.	2.10
07/26/12	MSE	Analyze pre-petition Servicer Advances roll forward balance.	0.90
07/26/12	ST	Call with FTI to discuss servicer advances roll forward.	0.70
07/26/12	MA	Prepare for UCC meeting by reviewing daily update email from Kramer and attached documents related to Deloitte and KPMG retentions, Examiner motion, cash flow variance, MOR and Bar Date motion.	1.20
07/26/12	MEL	Prepare for UCC meeting by reviewing recent motions including Deloitte and KPMG retentions, Examiner motion, cash flow variance, MOR and Bar Date motion.	1.00
07/26/12	HK	Consider impact of AlixPartners analysis on level of "potential" ResCap originated loans for us in reaching AG settlement thresholds.	0.40
07/27/12	HK	Coordinate response to Kramer Levin inquiry re: 2nd lien analysis.	0.30
07/27/12	ST	Review case update, including RMBS and Examiner information.	0.50
07/27/12	ST	Review revised examiner motion and commentary.	0.40
07/27/12	ST	Research and respond to KL and Moelis questions regarding pre-petition balances.	1.60



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
07/30/12	MA	Review of daily Kramer UCC update and attached documents.	0.50
07/30/12	ST	Meet with AP team to discuss project and motion status.	0.70
07/31/12	ST	Review KL case update and docket summary.	0.40
07/31/12	MA	Review of Kramer daily UCC email update and attached documents related to Examiner subpoena/confidentiality motion, Marano letter to Ally RE Servicing Agreement EOD and ResCap Standard Confidentiality Agreement.	1.00
Total Hours			245.00



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Invoice # 2042086-7

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	14.60	920.00	13,432.00
Alan Holtz	11.70	920.00	10,764.00
Marc E Landy	47.50	665.00	31,587.50
Mercedes Arango	20.70	665.00	13,765.50
Todd Toaso	20.40	455.00	9,282.00
Scott Tandberg	23.00	455.00	10,465.00
Robby J Spigner	28.90	405.00	11,704.50
Michael S Eisenberg	78.20	345.00	26,979.00
Total Hours & Fees	245.00		127,979.50



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Residential Capital, LLC
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Invoice # 2042086-8

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
07/02/12	HK	Consult with KL (Mannal and others) and Moelis (Dermont and others) to prepare for 7/3/12 UCC meeting.	1.70
07/02/12	MSE	Call with Creditors' professionals to prepare for Committee meeting.	1.90
07/03/12	ST	Participate on call with UCC and advisors for weekly meeting to discuss case issues.	3.00
07/03/12	ST	Call with KL, Moelis, and UCC chair to review issues to discuss on call with UCC.	0.60
07/03/12	MA	Participated on weekly UCC call.	2.00
07/03/12	AH	UCC meeting pre-call w/ co-chair and professionals	0.50
07/03/12	AH	UCC meeting (telephonic)	1.40
07/03/12	MEL	Call with Kramer Levin and Committee Co-chairperson to prepare for UCC call	0.50
07/03/12	MEL	Prepare for UCC call	1.00
07/03/12	MEL	Participate in UCC call	2.00
07/11/12	AH	Pre meeting w/ professionals and UCC co-chairs to prepare for UCC meeting	1.30
07/11/12	AH	UCC meeting at Kramer Levin	3.30
07/11/12	MEL	Meet with Kramer Levin, Moelis and Committee chairpersons prior to UCC meeting.	1.00
07/11/12	MEL	UCC Meeting.	3.70
07/11/12	MA	Participated in UCC meeting.	3.30
07/11/12	MA	Participated in UCC professionals and co-chair pre-call.	1.00
07/11/12	MSE	UCC Meeting (including pre meeting).	5.10
07/11/12	ST	Review materials in preparation for UCC meeting.	1.40
07/11/12	ST	Participate in meeting with UCC and advisors.	4.50
07/17/12	HK	Prepare for UCC meeting with Chair (Dubel), Kramer Levin (Eckstein, Mannal, et al) and Moelis (Dermont, et al).	0.70
07/17/12	HK	Attend UCC meeting.	4.20
07/17/12	ST	Participate in weekly meeting with UCC and advisors.	2.40
07/17/12	ST	Participate on call for UCC pre-meeting.	0.90



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Invoice # 2042086-8

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
07/17/12	MSE	UCC committee call.	2.80
07/17/12	MA	Attended weekly UCC meeting.	5.00
07/17/12	MA	UCC pre-meeting with committee chairs to discuss UCC agenda.	1.00
07/17/12	MEL	Attend UCC meeting.	5.00
07/17/12	MEL	Meeting at Kramer Levin to discuss UCC meeting agenda with Kramer Levin, Moelis and John Dubel and counsel for Julie Becker.	1.30
07/17/12	AH	Participate telephonically in Co-Chair pre-meeting before UCC meeting	0.70
07/17/12	AH	Participate telephonically in UCC meeting	3.00
07/25/12	ST	Call with UCC co-chairs and advisors to discuss hearing and upcoming UCC meeting.	0.80
07/25/12	HK	Participate in UCC Co-Chair update call re: 7/24/12 Hearing and related topics.	0.90
07/25/12	MA	Participated in UCC co-chair call with Harvey Kelly.	1.00
07/25/12	AH	Co-chair call in prep for UCC call	0.60
07/26/12	AH	Attend UCC meeting at KL (3.1) and telephonic (1.0) back at office	4.10
07/26/12	HK	Attend UCC meeting.	5.50
07/26/12	MEL	Attend UCC meeting at Kramer Levin.	5.00
07/26/12	MA	Attended UCC meeting.	6.00
07/26/12	ST	Weekly meeting with UCC and advisors.	3.50
07/26/12	ST	Dial into second portion of UCC meeting.	1.00
07/26/12	MSE	UCC committee meeting.	3.10
07/30/12	MSE	Call with UCC.	1.20
Total Hours			98.90



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Invoice # 2042086-8

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	13.00	920.00	11,960.00
Alan Holtz	14.90	920.00	13,708.00
Marc E Landy	19.50	665.00	12,967.50
Mercedes Arango	19.30	665.00	12,834.50
Scott Tandberg	18.10	455.00	8,235.50
Michael S Eisenberg	14.10	345.00	4,864.50
Total Hours & Fees	98.90		64,570.00



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Residential Capital, LLC
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Invoice # 2042086-9

Re: Court Hearings
Client/Matter # 007351.00016

Date	Consultant	Description of Services	Hours
07/10/12	AH	Listen to portion of court hearing re: sub-servicing	1.40
07/13/12	MSE	Dialed into call for ResCap court hearing.	1.20
07/24/12	MA	Listened to Bankruptcy Court hearing regarding Ally Subservicing motion.	0.70
07/24/12	MA	Listened to Bankruptcy Court hearing regarding RMBS trust settlement scheduling order.	1.80
07/24/12	AH	Listen to portion of Court Hearing re: issues in which AlixPartners is involved	2.80
Total Hours			7.90



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Invoice # 2042086-9

Re: Court Hearings
Client/Matter # 007351.00016

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	4.20	920.00	3,864.00
Mercedes Arango	2.50	665.00	1,662.50
Michael S Eisenberg	1.20	345.00	414.00
Total Hours & Fees	7.90		5,940.50



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Residential Capital, LLC
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Invoice # 2042086-10

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
07/02/12	HK	Consult with Jared Dermont regarding planned approach to evaluate RMBS Settlement Trust.	0.30
07/02/12	MA	Review of draft work plan for RMBS trust settlement expert work.	0.30
07/02/12	MA	Call with Landon Parsons (Moelis) to discuss RMBS trust settlement work plan.	0.20
07/02/12	MA	Research on potential academic expert's available re: RMBS settlement.	0.20
07/03/12	MEL	Call with Landon Parsons to discuss potential RMBS work plan.	0.50
07/03/12	ST	Review 9019 document production letter.	0.30
07/05/12	MEL	Internal discussion of work plan for Rep and Warranty litigation following discussion with Moelis team.	0.40
07/05/12	HK	Develop possible sampling strategies for RMBS analysis with Landy and Arango.	0.60
07/05/12	MEL	Internal discussion with HK and MA of work plan for Rep and Warranty litigation prior to discussion with Moelis team.	0.80
07/05/12	MEL	Discuss work plan for Rep and Warranty litigation with Moelis team.	1.00
07/05/12	MA	Call with Moelis to discuss work plan for RMBS trust settlement analysis.	1.40
07/05/12	HK	Consult with Landy and Eisenberg on 7/3 UCC meeting and RMBS settlement issues.	0.70
07/05/12	HK	Coordinate scope and work plan with respect to RMBS Trust settlement with Moelis (Parsons, et al).	1.00
07/06/12	MEL	Develop RMBS fee estimate	1.10
07/06/12	MEL	Discuss RMBS work plan with Harvey Kelly and Mercy Arango	0.80
07/06/12	MA	Work on draft budget for RMBS trust settlement analysis.	2.30
07/06/12	HK	Review estimated budget re: RMBS settlement analysis.	0.40
07/06/12	MA	Research on loan underwriting firms and academic experts re: RMBS settlement.	2.40



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Invoice # 2042086-10

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
07/06/12	HK	Review sampling process for RMBS settlement analysis.	0.30
07/08/12	MA	Reviewed emails related to RMBS trust settlement work plan discussion.	0.50
07/09/12	MA	Reviewed materials related to RMBS trust settlement work plan discussion.	0.60
07/09/12	MA	Call with Kramer, Moelis and AlixPartners to discuss RMBS trust settlement analysis and work plan.	1.00
07/09/12	HK	Consider FGIC recommendation of how to proceed on RMBS settlement issue.	0.50
07/09/12	MEL	RMBS work plan call with Kramer Levin and Moelis.	1.00
07/09/12	MA	Conduct research for RMBS trust settlement work plan.	0.90
07/10/12	HK	Review RMBS materials in contemplation of work plan.	1.40
07/10/12	MEL	Update Harvey Kelly on RMBS discussions.	0.40
07/10/12	MEL	Discussion with Mercy Arango regarding RMBS work plan.	0.50
07/10/12	MEL	Discussion with Phil Bentley of Kramer Levin regarding RMBS work plan.	1.00
07/10/12	MA	Internal discussions on RMBS trust settlement analysis and work plan.	1.00
07/10/12	MA	Call with Phil Bentley (Kramer) to discuss RMBS trust settlement analysis.	1.00
07/11/12	MA	Data room search for RMBS trust settlement related documents.	0.50
07/11/12	MA	Review of RMBS trust settlement files (Sillman supporting documents) uploaded to the data room by the Debtors	0.80
07/11/12	MEL	Discussion with Landon Parsons of Moelis regarding RMBS workplan.	0.30
07/12/12	MEL	Follow-up call with UCC professionals following RMBS call with debtor and plaintiff.	0.60
07/12/12	MA	Review of 9019 materials in data room.	4.40
07/12/12	MEL	Review data room materials related to RMBS	1.00
07/12/12	MEL	UCC professionals call regarding RMBS in advance of call with debtor and plaintiff.	1.50



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Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
07/12/12	MEL	Review data room materials for RMBS.	1.60
07/12/12	LS	Review 9019 files from Intralinks data room.	1.40
07/12/12	LS	Transfer 9019 files from Intralinks data room to J share for Relativity upload.	2.30
07/12/12	MSE	Call with Kramer Levin to discuss RMBS Rep & Warranty Claims.	0.60
07/12/12	MSE	Perform analysis of Unsecured Claims potential recovery.	4.20
07/12/12	MSE	Review RMBS claim analysis.	2.60
07/12/12	MSE	Call with Kramer Levin, MoFo and trustees counsel to discuss RMBS R&W claims.	0.80
07/12/12	ST	Call with MoFo, CV, KL and Moelis to discuss merits and risks related to the 9019 settlement.	1.10
07/12/12	ST	Review case status and project plans with AP team re: RMBS Rep & Warranty Claims	0.60
07/12/12	HK	Coordination of various open RMBS questions.	0.50
07/12/12	MA	Debrief call with UCC professionals on RMBS trust settlement discussion with Debtors' advisors.	0.60
07/12/12	MEL	Call regarding RMBS with debtor and plaintiff.	1.00
07/12/12	MA	Pre-call with UCC professionals to prep for call with Debtors and their advisors on the RMBS trust settlement.	1.50
07/12/12	MA	Call with Debtors and their advisors on the RMBS trust settlement.	1.00
07/13/12	MA	Review of 9019 data room materials and Sillman declaration.	1.80
07/13/12	MA	Call with Landon Parsons to discuss questions for Sillman.	0.40
07/13/12	MA	Call with Frank Sillman to discuss Fortace RMBS trust settlement analysis.	2.30
07/13/12	MA	Prepare for call with Frank Sillman on RMBS Trust Analysis.	2.30
07/13/12	MA	Call with Moelis to prep for discussion with Frank Sillman on Fortace RMBS trust settlement analysis.	0.30
07/13/12	MA	Call with Kramer, Moelis and AlixPartners to prep for	0.80



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Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
		discussion with Frank Sillman on Fortace RMBS trust settlement analysis.	
07/13/12	MA	Follow-up with Marc Landy on RMBS trust settlement analysis.	0.40
07/13/12	ST	Review KL summary of RMBS claims and settlement issues.	0.40
07/13/12	HK	Follow-up and consider Kramer Levin recap on RMBS issues, including consultation with MoFo.	0.80
07/13/12	MSE	Perform analysis of potential RMBS Rep & Warranty claims recovery.	5.40
07/13/12	MSE	Call with Frank Sillman on RMBS R&W claims.	2.20
07/13/12	LS	Move select RMBS files to box.net for sharing with Kramer Levin attorneys.	0.80
07/13/12	LS	Consolidate Roll Rate reports included in 9019 files from Intralinks data room.	2.30
07/13/12	LS	Continue transferring 9019 files from Intralinks data room to J share for Relativity upload.	1.20
07/13/12	MSE	Call with UCC professionals to discuss call with Frank Sillman on RMBS R&W claims.	0.80
07/13/12	MEL	Call with Moelis re: Sillman preparation.	0.30
07/13/12	MEL	Call with Sillman, Kramer Levin, Moelis and MoFo.	2.30
07/13/12	MEL	Discuss Sillman follow-up with Mercy Arango.	0.40
07/13/12	MEL	Read Sillman declaration in prep for calls.	0.30
07/13/12	MEL	Call with Moelis and Kramer Levin re: Sillman preparation.	0.80
07/13/12	MEL	Analyze trust data produced in conjunction with Sillman report	1.10
07/13/12	MEL	Review documents produced in conjunction with Sillman declaration.	1.90
07/15/12	MEL	Call with RMBS team.	1.50
07/15/12	MEL	Call with Mercy Arango to discuss RMBS work plan.	0.40
07/15/12	MEL	Prepare for Call with RMBS team.	0.50
07/15/12	MA	Follow-up with Marc Landy on RMBS Trust Analysis work	0.40



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Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
		plan and next steps.	
07/15/12	MA	Prep for call with UCC professionals on RMBS Trust Analysis work plan and next steps.	0.60
07/15/12	MA	Call with Kramer, Moelis and AlixPartners to discuss RMBS Trust Analysis work plan and next steps.	1.50
07/16/12	HK	Comment on proposed questions to Debtors' RMBS expert Sillman.	0.40
07/16/12	MA	Work on draft information request list from the Debtors for the RMBS analysis.	1.50
07/16/12	MA	Discussions with Marc Landy on draft versions of Sillman questions and Debtor information requests for RMBS analysis.	0.50
07/16/12	MA	Calls with Moelis (Landon Parsons ad Syed Hasan) and Marc Landy on RMBS budget.	0.50
07/16/12	HK	Consider draft RMBS work plan to be submitted to Kramer Levin.	1.20
07/16/12	MA	Follow up with Marc Landy and Landon Parsons (Moelis) on RMBS trust settlement work plan and list of questions for follow-up call with Frank Sillman (Fortace).	0.50
07/16/12	MA	Work on revised Moelis/AlixPartners RMBS trust settlement work plan and budget.	1.50
07/16/12	MA	Work on draft list of questions for Frank Sillman on his analysis in connection with the proposed RMBS trust settlement.	1.70
07/16/12	MA	Calls with Moelis (Landon Parsons ad Syed Hasan) and Marc Landy on RMBS trust settlement work plan.	0.50
07/16/12	MEL	Review docket 320 (RMBS Settlement.)	1.50
07/16/12	MEL	Revise Sillman questions in preparation for call.	0.70
07/16/12	MEL	Research to identify publicly available data to be used in evaluating reasonableness of RMBS settlements.	2.40
07/16/12	MEL	Review document request list for RMBS analysis.	0.50
07/16/12	MEL	Discussions with Syed Hassan and Landon Parsons regarding Moelis-prepared work plan for RMBS.	0.50



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1177 Avenue of the Americas
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Invoice # 2042086-10

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
07/16/12	MEL	Discussions with Mercy Arango regarding Moelis-prepared work plan for RMBS.	0.50
07/16/12	MEL	Review Moelis-prepared work plan for RMBS.	0.80
07/16/12	TMT	Internal call to discuss RMBS review budget	0.50
07/17/12	MEL	Discussion with Moelis (Landon Parsons and Jared Dermont) regarding RMBS work plan, following Trustees' presentation at the UCC meeting.	0.50
07/17/12	MEL	Meeting at Kramer Levin with Moelis and KL to discuss RMBS settlement and Trustee developments	0.50
07/17/12	MA	Pre-UCC RMBS trust settlement update meeting to discuss work plan and Sillman analysis.	0.50
07/17/12	MA	Follow-up discussion with Jared Dermont on RMBS trust settlement work plan and budget.	0.30
07/17/12	MA	Debrief with Kramer, Moelis and AlixPartners on RMBS trust work plan.	0.70
07/17/12	HK	Review status of RMBS discussions with trustees as well as likely work plan and timetable with Kramer Levin (Bentley, et al) and Moelis (Dermont, et al).	0.60
07/18/12	MA	Debrief with Marc Landy and Harvey Kelly after Sillman call.	0.30
07/18/12	MA	Follow-up call with Frank Sillman and MoFo.	2.00
07/18/12	MA	Research on RMBS breach rate and demand rate data by reviewing BofA and Lehman expert reports.	1.80
07/18/12	MA	Work on revised RMBS work plan for AlixPartners and Moelis based on conversations with Frank Sillman.	1.00
07/18/12	HK	Follow-up on modifying RMBS work plan.	0.50
07/18/12	HK	Call with Debtor's RMBS expert Frank Sillman to address various questions raised by UCC financial advisors.	2.00
07/18/12	MEL	Prepare for Sillman call re: RMBS settlement.	1.40
07/18/12	MEL	Participate in Sillman call re: RMBS settlement.	2.00
07/18/12	MA	Response to Kramer on outstanding questions from the Sillman call.	0.20



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Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
07/18/12	MA	Research on RMBS breach rate and demand rate data by reviewing rating agency and bank research on putback litigation.	1.70
07/18/12	MA	Research on RMBS breach rate and demand rate data by reviewing information related to recent monoline putback settlements (Assured Guaranty and Syncora).	1.50
07/19/12	MA	Discussions with Marc Landy and Jared Dermont (Moelis) re: RMBS.	0.50
07/19/12	MEL	Research agree rate and breach rate disclosures in SEC filings.	2.40
07/19/12	MEL	Revise RMBS work plan.	1.90
07/19/12	MA	Work on draft information request list for the Debtors on the RMBS trust settlement analysis.	2.80
07/19/12	MA	Work on revised RMBS work plan for AlixPartners and Moelis based on conversations with Frank Sillman.	5.60
07/20/12	MA	Review of Kramer update emails on RMBS trust settlement schedule.	1.00
07/20/12	MA	Work on draft information request to the Debtors on the RMBS trust settlement analysis.	0.50
07/20/12	MA	Meeting with Marc Landy and Harvey Kelly to discuss draft RMBS work plan.	0.30
07/20/12	MEL	Discussion regarding RMBS work plan with Harvey Kelly and Mercy Arango.	0.30
07/20/12	HK	Review draft RMBS work plan.	0.20
07/20/12	MA	Revisions to RMBS draft work plan.	0.40
07/20/12	MA	Prepared draft RMBS work plan to send to Kramer for discussion.	0.30
07/20/12	HK	Modify draft RMBS work plan.	0.30
07/23/12	MA	Call with Kramer, Moelis and AlixPartners to discuss RMBS work plan and scheduling.	0.50
07/23/12	MEL	Conference call regarding RMBS settlement.	0.50
07/24/12	MA	Discussion with H. Kelly and Jared Dermont on RMBS	0.60



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Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
		work plan status.	
07/24/12	HK	Consult with Jared Dermont, Moelis re: RMBS analysis.	0.60
07/25/12	HK	Consult with Doug Mannal, Kramer Levin re: scope of RMBS financial analysis.	0.90
07/26/12	HK	Consult with Jared Dermont, Moelis re: RMBS work plan.	0.40
07/27/12	MA	Reviewed various Kramer emails regarding RMBS scheduling motion.	0.60
07/27/12	MA	Reviewed draft Moelis document request list for RMBS analysis.	0.50
07/27/12	MA	Discussion with Marc Landy on RMBS work plan.	0.80
07/27/12	HK	Follow-up with Kramer Levin, Doug Mannal re: UCC decision on scope of AlixPartner's role in RMBS settlement analysis.	0.20
07/27/12	MA	Reviewed revised RMBS order and document request list for Debtors.	0.60
07/27/12	MA	Provided comments to the RMBS analysis document request list.	0.50
07/27/12	ST	Review RMBS update to sale motion.	0.40
07/28/12	HK	Consult with Jared Dermont, Moelis about impact of Allstate's concerns about RMBS analysis.	0.30
07/28/12	HK	Review correspondence between Kramer Levin and MoFo re: RMBS timetable and information requests.	0.10
07/30/12	HK	Consult with Phil Bentley, Kramer Levin re: Kramer Levin's request for expert recommendations on put back claims damage analysis.	0.40
07/30/12	HK	Participate in UCC call with Kramer Levin to consult on various issues related to RMBS scheduling order.	1.50
07/30/12	HK	Follow-up on Bentley's request regarding potential RMBS experts.	0.30
07/30/12	HK	Consult with Jared Dermont, Moelis on RMBS issue.	0.20
07/30/12	MA	Research on RMBS experts and loss causation.	1.00
07/30/12	MA	Call with non-Trustee UCC to discuss status of RMBS 9019	1.20



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Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
		motion.	
07/30/12	ST	Review RMBS and case status updates and filings.	0.60
07/30/12	ST	Call with UCC and advisors to discuss RMBS claims and scheduling.	1.50
07/30/12	MEL	Call regarding 9019 filing with UCC.	1.50
07/31/12	HK	Consult with Jared Dermont, Moelis regarding allocation of RMBS work plan tasks.	0.20
07/31/12	HK	Consult with Jared Dermont, Moelis on RMBS analysis.	0.40
07/31/12	MA	Review of materials produced by Debtors on Relativity related to R&W putback reserves and repurchase activity in 2008 and 2009.	1.00
Total Hours			154.90



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Re: RMBS Settlement
Client/Matter # 007351.00017

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	17.20	920.00	15,824.00
Marc E Landy	40.90	665.00	27,198.50
Mercedes Arango	66.80	665.00	44,422.00
Todd Toaso	0.50	455.00	227.50
Scott Tandberg	4.90	455.00	2,229.50
Lauren Schulman	8.00	405.00	3,240.00
Michael S Eisenberg	16.60	345.00	5,727.00
Total Hours & Fees	154.90		98,868.50



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Invoice # 2042086-11

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
07/17/12	ST	Review supporting information for recovery and collateral analysis.	1.60
07/17/12	ST	Call with KL and Moelis to discuss collateral values and liens.	0.60
Total Hours			2.20



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Invoice # 2042086-11

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	2.20	455.00	1,001.00
Total Hours & Fees	2.20		1,001.00



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Residential Capital, LLC
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Invoice # 2042086-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/01/12	TMT	Review of ResCap's mortgage origination business and its changes over time	2.30
07/01/12	TMT	Review of ResCap's mortgage servicing business and its changes over time	2.70
07/02/12	TMT	Create a summary of ResCap's corporate operations with its parent	2.40
07/02/12	TMT	Review of board minutes regarding bank deconsolidation	2.10
07/02/12	TMT	Prepare summary of changes to ResCap corporate structure	3.10
07/02/12	LS	Review binder 1 of 4 "Work Product" from S. Ford (Kramer Levin) to identify any new documents to AP team.	0.70
07/02/12	LS	Review binder 2 of 4 "Sale of Ally Bank Board Minutes" from S. Ford (Kramer Levin) to identify any new documents to AP team.	1.40
07/02/12	LS	Review binder 4 of 4 "MSR Swap Transaction Documents" from S. Ford (Kramer Levin) to identify any new documents to AP team.	0.80
07/02/12	LS	Review binder 3 of 4 "MSR Swap Board Minutes" from S. Ford (Kramer Levin) to identify any new documents to AP team.	1.00
07/02/12	LS	Analysis of recent dockets posted to public website (#533-659) to determine which require AlixPartners action.	3.20
07/02/12	MA	Work on investigations presentation for potential meeting with the examiner by researching ResCap's mortgage related agreements (broker, subservicing, total return swaps, MMLPSA).	1.30
07/02/12	MEL	Prepare forensic work plan deck for Examiner meeting.	2.70
07/02/12	TMT	Diagramming of ResCap mortgage operations from late 2008 to petition	2.80
07/02/12	MA	Drafting session with investigation engagement team re: draft presentation to Examiner.	1.20
07/03/12	MEL	Review forensic analysis of MSR swap.	2.20
07/03/12	MA	Work on investigations presentation for the examiner.	2.50
07/03/12	MEL	Review forensic analysis of bank de-consolidation	0.60



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Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/03/12	LS	Analysis of recently filed court dockets to determine which require reporting from AlixPartners on behalf of the UCC.	0.60
07/03/12	TMT	Analysis of ResCap's 2005 assets and related disclosures	1.90
07/03/12	TMT	Analysis of ResCap's 2004 assets and related disclosures	2.10
07/03/12	TMT	Analysis of ResCap's 2006 assets and related disclosures and related disclosures	1.60
07/03/12	TMT	Review of draft quarterly investigative summary presentation	2.60
07/05/12	TMT	Analysis of ResCap's 2009 assets and related disclosures	1.80
07/05/12	TMT	Analysis of ResCap's 2010 assets and related disclosures and related disclosures	1.60
07/05/12	TMT	Analysis of ResCap's 2007 assets and related disclosures and related disclosures	2.20
07/05/12	TMT	Analysis of ResCap's 2008 assets and related disclosures and related disclosures	2.40
07/05/12	LS	Continue outlining Relativity documents reviewed for presentation to Examiner	3.40
07/05/12	LS	Review additional dockets (#665-691) posted to public website to determine which require action from AlixPartners.	0.80
07/05/12	LS	Begin to outline Relativity documents reviewed for presentation to Examiner	2.30
07/05/12	MSE	Review forensic investigation presentation.	1.20
07/05/12	MEL	Revise presentation for Examiner.	3.90
07/05/12	MA	Call with Marc Landy to discuss status of investigations presentation for the examiner.	0.30
07/05/12	TMT	Analysis of ResCap's 2011 assets and related disclosures and related disclosures	1.70
07/06/12	TMT	Meeting at KL regarding draft presentation to examiner	0.90
07/06/12	MEL	Prepare for meeting at Kramer Levin to discuss investigation.	0.80
07/06/12	MEL	Review draft Examiner deck.	0.90



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Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/06/12	MEL	Meet with Jen Roshon (Kramer Levin) to discuss items to be discussed with Examiner.	1.30
07/06/12	MA	Review of draft investigations presentation for the examiner.	1.00
07/06/12	MA	Meeting with Jen Rochon and Norman Simon (Kramer) to discuss investigations presentation for examiner.	2.30
07/06/12	MSE	Review forensic investigation presentation.	0.90
07/06/12	LS	Analysis of Relativity documents within keyword searches.	0.70
07/06/12	LS	Review additional dockets (#692-702) posted to public website to determine which require AP action.	0.60
07/06/12	LS	Continue outlining Relativity documents reviewed for presentation to Examiner	3.40
07/06/12	LS	Outline Relativity documents reviewed for presentation to Examiner	3.60
07/06/12	TMT	Review of impact of bank deconsolidation	1.70
07/06/12	TMT	Review of other potential transactions of interest	2.30
07/06/12	TMT	Review of ResCap description of November 2006 tax related dividend from public filings	1.80
07/06/12	TMT	Review of draft presentation to examiner	1.80
07/07/12	LS	Outline Relativity documents reviewed for presentation to Examiner	1.80
07/08/12	MEL	Discuss presentation edits requested by Kramer Levin with Mercy Arango and Todd Toaso.	0.70
07/08/12	MEL	Update Examiner deck.	3.50
07/08/12	TMT	Review of slides to be included in KL presentation to examiner	1.60
07/08/12	LS	Outline Relativity documents reviewed for presentation to Examiner	1.70
07/08/12	MA	Call with M. Landy and T. Toaso to discuss revisions to investigations presentation for the examiner.	0.70
07/08/12	TMT	Revision to brokerage slide to be included in KL presentation to examiner	0.40
07/08/12	TMT	Review of slides to be included in KL presentation to	1.90



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Date	Consultant	Description of Services	Hours
		examiner with team members	
07/08/12	TMT	Conference with MA and ML to discuss Examiner draft presentation.	0.80
07/08/12	TMT	Revise of MSR Swap slide to be included in KL presentation to examiner	0.80
07/08/12	TMT	Revise of Pipeline Swap slide to be included in KL presentation to examiner	0.70
07/08/12	MA	Reviewed draft versions of Examiner presentation.	0.80
07/09/12	MA	Call with Jen Rochon and Norman Simon to discuss MSR swap and MMLPSA for the investigations presentation for the examiner.	0.40
07/09/12	LS	Review additional dockets (#703-716) posted to public website to determine which require AP action.	0.70
07/09/12	LS	Analysis of Relativity documents within MSR keyword search.	1.10
07/09/12	LS	Begin analysis of Relativity documents within "loan and security agreement" keyword search.	0.90
07/09/12	MA	Reviewed draft Kramer investigations presentation for the examiner.	2.00
07/09/12	MA	Research for Kramer on MSR swap and MMLPSA for the investigations presentation for the examiner.	1.60
07/09/12	MEL	Revise forensic work plan slides.	2.10
07/09/12	TMT	Review bank deconsolidation slides to be included in KL presentation to examiner	1.00
07/09/12	TMT	Review mortgage platform slides to be included in KL presentation to examiner	2.30
07/09/12	TMT	Revise MMLPSA slide to be included in KL presentation to examiner	1.80
07/09/12	TMT	Review asset sale slides to be included in KL presentation to examiner	1.10
07/10/12	MA	Review of latest draft of Kramer investigations presentation for the examiner.	1.00
07/10/12	MEL	Review status of e-discovery to prepare for UCC meeting re:	0.80



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Date	Consultant	Description of Services	Hours
		documents uploaded related to investigation.	
07/10/12	MA	Research on investigation related documents produced to AlixPartners from Debtors, Ally and Cerberus	0.40
07/10/12	LS	Review additional dockets (#717-737) posted to public website to determine which require AP action.	1.10
07/10/12	LS	Continue analysis of Relativity documents within "loan and security agreement" keyword search.	3.40
07/10/12	MA	Call with Jen Rochon and Norman Simon (Kramer) in response to questions from Allstate on document production and investigation search protocols.	0.30
07/10/12	MA	Research on status of documents uploaded to Relativity for investigation.	0.30
07/11/12	LS	Outline Relativity documents reviewed	1.40
07/11/12	LS	Review additional dockets (#738-746) posted to public website to note which require AP immediate action.	0.60
07/11/12	LS	Analysis of Relativity documents within "loan and security agreement" keyword search.	2.20
07/11/12	MA	Review of MSR swap related documents.	0.50
07/12/12	LS	Review additional dockets (#747-760) posted to public website to determine if any require immediate AP action.	0.80
07/12/12	LS	Outline Relativity documents reviewed	0.70
07/12/12	HK	Follow-up on request by UCC for information on status and process surrounding E-discovery.	0.30
07/12/12	MEL	Discuss documents uploaded for investigation with Alix E-discovery team.	0.50
07/13/12	MEL	Discussion with N. Simon and J. Rochon re: forensic review.	0.20
07/13/12	MEL	Develop plan for analyzing Ally claims.	1.00
07/13/12	MA	Engagement team meeting to discuss work plan for investigation of Ally debt claims vs. ResCap.	1.00
07/13/12	MA	Discussion with Jen Rochon and Norm Simon regarding investigation of Ally claims.	0.20
07/13/12	LS	Review additional dockets (#761-769) posted to public	0.40



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Date	Consultant	Description of Services	Hours
		website to determine if any require immediate AP action.	
07/13/12	MS	Case status update re: forensic investigation.	0.80
07/13/12	MS	Review of Kramer Levin presentation to Examiner	0.40
07/13/12	MS	Review of Docket 6 - affidavit of James Whitlinger - debtor's liability section.	0.30
07/16/12	MS	Review 12/31/09 amended and restated loan agreement - senior debt loan agreement - analyzing changes in terms.	0.70
07/16/12	MS	Analysis of Rescap's 2008 8-k filings specifically related to debt.	1.40
07/16/12	MS	Review of bankruptcy filings and prepared schedules (reflecting financial statements) related to debt.	0.60
07/16/12	LS	Outline Relativity documents reviewed	1.20
07/16/12	LS	Review additional dockets (#770-782) posted to public website to determine which require AP action.	0.50
07/16/12	TMT	Analysis of related party debt facilities	3.20
07/16/12	TMT	Analysis of ResCap servicing loan tapes	3.10
07/17/12	TMT	Analysis of ResCap servicing loan tapes	1.30
07/17/12	TMT	Analysis of related party debt facilities	2.90
07/17/12	LS	Review additional dockets (#783-799) posted to public website for AP action.	0.80
07/17/12	LS	Continue outlining Relativity documents reviewed	0.70
07/17/12	MS	Review debt roll-forward analysis related to parent and affiliate debt.	0.80
07/17/12	MS	Analyze 2008 liquidity transactions causing changes - both from parent and affiliates.	1.70
07/17/12	MS	Compare debt roll-forward to cash from financing activities.	0.90
07/17/12	MS	Research debt roll-forward analysis related to parent and affiliate debt differences.	0.70
07/17/12	MS	Verify non-cash transactions re: debt.	0.30
07/17/12	MS	Review 2008 quarterly filings related to Company's liquidity position - debt reductions and increases as well as cash flow from financing.	2.10



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Date	Consultant	Description of Services	Hours
07/18/12	LS	Review additional dockets (#800-815) posted to public website for any AP action.	1.10
07/18/12	TMT	Analysis of quarterly changes to affiliated borrowings	2.60
07/18/12	LS	Use SEC public filings to build out debt database on a quarterly basis	4.60
07/18/12	MEL	Analyze related party debt in public filings.	3.50
07/18/12	TMT	Review of quarterly disclosures related to changes in borrowings	3.70
07/18/12	TMT	Analysis of Intercompany balances provided by FTI	2.00
07/19/12	TMT	Analysis of quarterly changes to affiliated borrowings	2.20
07/19/12	TMT	Analysis of quarterly changes to affiliated borrowings	2.70
07/19/12	LS	Continued review of 10Qs to build out debt database on a quarterly basis.	3.90
07/19/12	MA	Engagement team discussion on status of analysis of Ally debt claims.	0.50
07/19/12	LS	Review condensed consolidated financial statements for quarters in which 10Qs not available to update debt database on a quarterly basis.	3.40
07/19/12	LS	Review additional dockets (#816-829) posted to public website for AP action.	0.90
07/19/12	MS	Analyze Q2 2008 liquidity position in relation to cash flows.	1.00
07/19/12	MS	Review 2008 Q2 10-Q filing to understand liquidity position of Company and transactions that were involved.	1.30
07/19/12	TMT	Review of quarterly disclosures related to GMAC/Ally Line of Credit	3.50
07/20/12	MS	Analyze Q3 2008 10-Q quarterly filing to understand liquidity and financial standing.	1.70
07/20/12	MS	Analyze 2008 10-K filing to understand liquidity in relation to cash flows from financing.	2.80
07/20/12	MEL	Status call with Norm Simon.	0.20
07/20/12	TMT	Review of amendments to GMAC/Ally Line of Credit	3.60
07/20/12	LS	Review additional dockets (#830-853) posted to public	1.10



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Date	Consultant	Description of Services	Hours
		website for AP immediate action.	
07/20/12	LS	Research "Investor Presentations" in 8-K filings using Edgars.	1.20
07/20/12	LS	Review 10Ks and 10Qs to prepare credit rating report.	2.60
07/20/12	MA	Review of Cerberus production on Model Home transaction.	5.00
07/20/12	MEL	Analysis of related party debt in debt database.	1.80
07/20/12	MEL	Analysis of June 2008 \$3.5 billion loan through review of public filings.	3.20
07/20/12	TMT	Review of quarterly disclosures related to MSR facility	1.60
07/20/12	TMT	Review of quarterly disclosures related to GMAC/Ally Line of Credit	3.30
07/21/12	TMT	Analysis of quarterly changes to affiliated borrowings	2.50
07/22/12	TMT	Analysis of quarterly changes to affiliated borrowings	2.20
07/22/12	TMT	Prepare summary of events related to GMAC/Ally Line of Credit	1.80
07/23/12	WW	Review the Whitlinger Affidavit.	1.50
07/23/12	WW	Review the preliminary work plan.	1.90
07/23/12	LS	Review 10Ks and 10Qs to prepare tangible net worth section of "Liquidity Needs" presentation.	2.30
07/23/12	LS	Review additional dockets (#854-870) posted to public website to determine which require AP action.	0.90
07/23/12	LS	Research credit rating rankings for major indices (Fitch, S&P, Moody's, and DBRS)	1.30
07/23/12	LS	Cite liquidity disclosures included in the "Liquidity Needs" presentation.	1.30
07/23/12	LS	Graph tangible net worth disclosures obtained from 10Ks and 10Qs (Q1 2007-Q1 2012).	0.80
07/23/12	LS	Prepare schedule with credit rating rankings (high to low) for major indices (Fitch, S&P, Moody's, and DBRS)	0.70
07/23/12	MS	Analysis of 2009 quarterly disclosures and cash flow statements regarding analysis of debt.	2.40
07/23/12	MS	Analysis of quarterly 2010 disclosures and cash flow	0.70



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Date	Consultant	Description of Services	Hours
		statements regarding analysis of debt.	
07/23/12	MS	Analysis of 2008 quarterly disclosures and cash flow statements regarding analysis of debt.	1.80
07/23/12	TMT	Review of 2007 10-K third-party borrowings	1.70
07/23/12	TMT	Review of Q4 2007 board of director meeting minutes	2.30
07/23/12	MS	Review annual filings to understand debt increases and decreases.	1.60
07/23/12	MS	Update debt roll-forward analysis.	0.30
07/23/12	MS	Discussions with team members (T. Toaso and M. Arango) regarding debt analytics status.	0.40
07/23/12	WW	Meeting with MA on investigation of Cerberus Model Home acquisition transaction.	0.60
07/23/12	MA	Meeting with Wei Wei on investigation of Cerberus Model Home acquisition transaction.	0.60
07/23/12	MA	Meeting with Todd Toaso and Meahan Schmidt to discuss investigations analysis of Ally debt transactions.	0.40
07/23/12	MA	Review of Cerberus documents related to Model Home Sale.	3.50
07/23/12	MEL	Discussion with Meaghan Schmidt regarding analysis of intercompany debt.	0.40
07/23/12	TMT	Review of 2007 10-K related party disclosures	3.10
07/23/12	TMT	Review of 2007 10-K cash activity	2.30
07/24/12	TMT	Review of Q1 2008 10-Q third-party borrowings	1.40
07/24/12	TMT	Summarize Q4 2007 liquidity events	3.30
07/24/12	TMT	Review of Q1 2008 10-Q cash activity	2.00
07/24/12	MEL	Review analysis of related party debt transactions in Q1 2008.	2.60
07/24/12	MEL	Relativity searches related to related party debt.	1.90
07/24/12	MA	Review of Cerberus transaction documents for Model Home acquisition.	0.60
07/24/12	MA	Discussions with Marc Landy on status of investigations of Ally debt facilities, Cerberus model home acquisition and next steps on analysis to present to Kramer.	0.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/24/12	MA	Prepared draft summary of Model Home acquisition findings.	0.70
07/24/12	MA	Meeting with Wei Wei to discuss analysis and next steps re: Model Home acquisition.	1.20
07/24/12	TMT	Review of Q1 2008 10-Q related party disclosures	2.50
07/24/12	MS	Review of quarterly 2008 filings regarding asset sale transactions/non-debt cash generating transactions.	2.20
07/24/12	MS	Analysis regarding quarterly changes of affiliate borrowings.	0.90
07/24/12	LS	Research "Investor Presentations" included in 8-K filings using Morningstar.	2.40
07/24/12	WW	Review of Cerberus produced document summary listing, service agreement between ResCap and MHPool Holdings	2.30
07/24/12	WW	Review the Whitlinger affidavit with a focus on the organization charts between parties.	2.30
07/24/12	WW	Review the purchase agreement of ResCap , DOA holding, DOA properties.	2.00
07/24/12	LS	Update tangible net worth graph with minimum covenant amounts for each quarter.	0.70
07/24/12	LS	Review additional dockets (#871-878) posted to public website for AP action.	0.40
07/24/12	WW	Team discussion and overview of model home sales and research strategy in Relativity.	1.20
07/25/12	WW	Internal team discussion on strategies on liquidity issue research.	1.00
07/25/12	WW	Research files related to 2008 sales of model home assets via relativity.	2.30
07/25/12	WW	Research 2008 board meeting minutes in Relativity.	1.30
07/25/12	WW	Update 2008 board minutes tracking schedule.	0.50
07/25/12	WW	Update 2008 board minutes tracking schedule.	2.20
07/25/12	MS	Financial Standing analysis review with team members	0.40
07/25/12	MS	Prepare financial standing analysis for Q1 2008 utilizing public filings.	1.30



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Invoice # 2042086-12

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/25/12	MS	Prepare financial standing analysis for Q2 2008 utilizing public filings.	2.20
07/25/12	LS	Review additional dockets (#879-895) posted to public website to determine if any require AP action.	0.60
07/25/12	LS	Research "going concern" language in public filings using Morningstar.	1.70
07/25/12	LS	Use keywords to research additional covenant disclosures for ResCap using Morningstar.	3.30
07/25/12	LS	Use Morningstar to research "Investor Presentations" included in 8-K filings.	2.20
07/25/12	MEL	Analysis of related party debt.	3.50
07/25/12	TMT	Prepare summary of Q1 2008 liquidity events	3.90
07/25/12	TMT	Review of Q1 2008 10-Q third-party borrowings	1.80
07/25/12	TMT	Review of Q1 2008 board of director minutes	4.00
07/26/12	TMT	Review of Q2 2008 board of director meeting minutes	2.20
07/26/12	TMT	Production of exhibits documenting the change in ResCap's credit rating over time	3.20
07/26/12	MEL	Review BOD minutes related to MSR SWAP.	1.00
07/26/12	LS	Keyword search for covenant disclosures for GMAC/Ally using Morningstar.	3.80
07/26/12	LS	Use Morningstar to research "Resort Finance" sale.	0.70
07/26/12	LS	Review additional dockets (#896-914) posted to public website for AP immediate action.	0.70
07/26/12	TMT	Production of exhibits documenting the change in ResCap's related party borrowings over time	3.00
07/26/12	WW	Review 2008 board meeting minutes with refined search on June and September	3.10
07/26/12	WW	Detailed review of May 6th, 2008 board meeting minutes	0.50
07/26/12	WW	Internal team discussion on work plan and Examiner presentation	1.00
07/26/12	WW	Summarize 2008 BOD meeting minutes	3.00
07/27/12	WW	Internal discussion regarding Kramer's presentation on	0.90



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		MoFo interview memo and model home auction document.	
07/27/12	WW	Review of the draft of Q2'2008 quarterly filing included in the 5/6/2008 board minutes.	1.00
07/27/12	WW	Summarize May 2008 board minutes regarding the liquidity issue	1.50
07/27/12	WW	Research in relativity for auction document for 2008's model home assets sales.	1.60
07/27/12	WW	Review Kramer Levin's presentation to Hon. Arthur Gonzalez, the examiner.	1.30
07/27/12	LS	Review additional dockets (#915-924) posted to public website for AP action.	0.40
07/27/12	MA	Discussions with Michael Eisenberg and Marc Landy on findings and next steps re: MSR swaps.	1.20
07/27/12	LS	Prepare draft PowerPoint presentation outlining the covenant disclosures and liquidity position for GMAC/Ally.	3.30
07/27/12	LS	Continue preparing draft PowerPoint presentation which outlines the liquidity position on a quarterly basis for GMAC/Ally.	3.60
07/27/12	MSE	Review board minutes related to MSR Swaps.	5.30
07/27/12	MSE	Meeting with AP team to discuss MSR swap arrangements.	1.20
07/27/12	MA	Review of ResCap BOD minutes from 2008 through 2010 discussing MSR swap, Ally subservicing/indemnification and company liquidity.	2.80
07/27/12	MEL	Review BOD minutes from 2008.	3.10
07/27/12	MEL	Review MSR swap related documentation compiled by Kramer Levin.	2.90
07/30/12	TMT	Review of changes in tangible net worth covenant during 2008	1.10
07/30/12	TMT	Summarize Q4 2008 liquidity events	2.10
07/30/12	WW	Summarize Q2'2008 internal audit report for liquidity issue.	0.40
07/30/12	WW	Conduct search in Relativity for board minutes packages to identify BOD meeting minutes.	0.50



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Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
07/30/12	WW	Summarize Q4'2008 BOD minutes for liquidity issues.	1.10
07/30/12	WW	Summarize 2008 June 13 and July 03 BOD minutes for liquidity issue.	1.10
07/30/12	MEL	Review BOD minutes related to model home sales.	2.90
07/30/12	TMT	Summarize Q3 2008 liquidity events	2.80
07/30/12	WW	Review 2008 June 1st BOD meeting minutes	1.80
07/30/12	WW	Finalize the summary of quotes for Q3'2008 minutes on liquidity.	1.80
07/30/12	MSE	Review Debtor Board of Director meeting minutes.	0.90
07/30/12	MEL	Review public filings related to model home sales.	1.80
07/31/12	MEL	Review analysis of Q2 2008 BOD activity.	2.10
07/31/12	MEL	Review analysis of Q1 2008 BOD activity.	2.20
07/31/12	MEL	Review model home agreement.	1.20
07/31/12	MEL	Review model home public filings	0.70
07/31/12	WW	Review team draft work product (quarterly Financial review power point presentation).	1.80
07/31/12	WW	Summarize June and September 2008 sales for Model home presentation by MoFo.	1.00
07/31/12	TMT	Review of draft liquidity presentation	1.70
07/31/12	WW	Research 6/6/2008 purchase agreement of model home sales in relativity.	1.20
07/31/12	WW	Review transactions related to model home asset sales.	1.50
Total Hours			410.90



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.30	920.00	276.00
Meaghan Schmidt	31.70	620.00	19,654.00
Marc E Landy	56.20	665.00	37,373.00
Mercedes Arango	34.80	665.00	23,142.00
Todd Toaso	140.80	455.00	64,064.00
Lauren Schulman	92.40	405.00	37,422.00
Michael S Eisenberg	9.50	345.00	3,277.50
Wei Wei	45.20	345.00	15,594.00
Total Hours & Fees	410.90		200,802.50



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Residential Capital , LLC
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Invoice # 2042086-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
07/19/12	JN	Modification of nonstandard 3rd party productions for loading into Relativity	0.50
07/23/12	JN	Conference call with attorneys from Kramer Levin to choose search terms	0.50
07/23/12	JN	Converted search terms to Relativity Syntax to run variations of terms	1.50
07/23/12	JN	Provided reports of search term hits and batched out documents per Kramer Levin request	1.50
07/25/12	JN	Setup Content Analyst and provide estimates per client request.	1.00
07/26/12	JN	Provided Relativity training for Kurt Denk of Kramer Levin	0.80
07/26/12	JN	Provided advanced Relativity training for Natan Hamerman of Kramer Levin	1.20
07/26/12	JN	Converted new search terms to Relativity Syntax and ran variations of terms	1.00
07/26/12	JN	Provided reports of search term hits and batched out documents per Kramer Levin request	1.00
07/27/12	JN	Setup of nonstandard analysis in Relativity per Kramer Levin.	1.50
07/27/12	JN	Met and trained with Derek Krabil, Carl Duffield, and Brendan Schulman regarding the use of Content Analyst per Kramer Levin request.	2.00
07/27/12	JN	Provided Relativity training for Denise Reid of Kramer Levin	1.00
07/27/12	JN	Creation of document level PDF files as requested by Sam Ford of Kramer Levin.	0.50
07/28/12	JN	Search and batch data per client request.	2.00
07/29/12	JN	Provided additional Relativity training to Natan Hamerman	0.50
07/29/12	JN	Search and batch out data per Sam Ford	1.00
07/29/12	JN	Search and batch out data per Natan Hamerman	1.00
07/30/12	JN	Provided Relativity training for Jacob Bronser of Kramer Levin	1.00



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Invoice # 2042086-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
07/30/12	JN	Provide reporting on custodian data	1.00
07/30/12	JN	Provided Relativity training for Ashley Miller of Kramer Levin	1.00
07/31/12	JN	Analyzed custodian data for hard copy printing per Carl Duffield	1.00
07/31/12	JN	Provided additional Relativity training to Jacob Bronsther	0.30
07/31/12	JN	Setup Content Analyst batch sets per Sam Ford	1.00
07/31/12	JN	Call with Derek about Content Analyst functionality	0.20
07/31/12	JN	Provided additional Relativity training to Kurt Denk	0.50
Total Hours			24.50



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Invoice # 2042086-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
John Natividad	24.50	505.00	12,372.50
Total Hours & Fees	24.50		12,372.50



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Residential Capital, LLC
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Invoice # 2042086-14

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

July 2012			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	136.43	\$400/GB	\$ 54,572.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	267.43	\$50/GB	\$ 13,371.50
User Fees (Monthly Charge)	26	\$100/user	\$ 2,600.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 70,543.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-15

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
07/06/12	HK	Review UST objection to AlixPartners retention application.	0.60
07/06/12	AH	Review UCC member inquiries on professional retention and respond by email	0.20
07/09/12	AH	Conference call w/ Kramer Levin and AP general counsel to discuss US Trustee issues w/ AlixPartners retention application	0.60
07/10/12	AH	Discuss US Trustee objection to AlixPartners retention w/ L. Eisele (AGC)	0.30
07/10/12	AH	Conference call w/ Kramer Levin and L. Eisele (AGC) re: retention objection	0.30
07/12/12	AH	Review disclosure and emails w/ risk management group re: same	0.20
07/13/12	AH	Discuss response to US Trustee objection to AlixPartners retention w/ L. Eisele (AGC)	0.40
07/13/12	MEL	Discussion with Laura Eisele re: retention.	1.00
07/16/12	AH	Correspond w/ L. Eisele (AGC) re: status of retention and additional disclosure	0.10
07/16/12	MEL	Discussions with Laura Eisele re: AP retention.	1.00
07/17/12	MEL	Review fee estimate requested by FTI for debtor cash forecast.	0.50
07/17/12	AH	Call w/ AlixPartners GC team to discuss US Trustee questions re: retention	0.40
07/18/12	MEL	Analyze incurred hours and expenses in connection with FTI cash forecast request.	1.20
07/19/12	AH	Conference call w/ AP general counsel and outside counsel to address US Trustee disclosure issues	0.40
07/20/12	AH	Review draft supplemental retention declaration and various emails re: same w/ AlixPartners GC and counsel	0.30
07/20/12	HK	Review draft supplemental retention application disclosures.	1.30
07/23/12	HK	Consult with in-house counsel and Willkie Farr (S. Jones) regarding retention disclosure issues.	1.00
07/23/12	HK	Consult with Doug Mannal, Kramer Levin re: AlixPartners	0.60



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Invoice # 2042086-15

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
		retention issues.	
07/23/12	HK	Review and execute supplemental Declaration in connection with retention application.	1.20
07/23/12	AH	Call with D. Mannal re: AlixPartners retention	0.20
07/23/12	AH	Review various iterations of AlixPartners supplemental retention affidavit and proposed responses to issues raised by US Trustee	0.60
07/23/12	AH	Calls and meetings with outside and general counsel regarding AlixPartners retention	0.70
07/24/12	HK	Consult with in-house counsel re: AlixPartners retention issues.	0.50
07/24/12	HK	Consult with Ken Eckstein, Kramer Levin re: AlixPartners retention issues.	0.30
07/25/12	HK	Discussions with counsel re: UST questions about AlixPartners' scope of services.	1.20
07/25/12	AH	Call w/ engagement team leaders and risk management group re: AlixPartners retention	0.70
07/27/12	HK	Provide update to counsel and coordinate next steps for finalizing AlixPartners retention parameters.	0.30
Total Hours			16.10



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Residential Capital, LLC
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Invoice # 2042086-15

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	7.00	920.00	6,440.00
Alan Holtz	5.40	920.00	4,968.00
Marc E Landy	3.70	665.00	2,460.50
Total Hours & Fees	16.10		13,868.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-16

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
07/08/12	ST	Travel from DEN to LGA for meetings with UCC, FTI and other advisors.	5.00
07/12/12	ST	Travel from LGA to DEN, returning from meetings with UCC, advisors and AP team.	5.00
07/15/12	ST	Travel from DEN to LGA for meetings with FTI, Moelis and AP team.	5.00
07/19/12	ST	Travel from LGA to DEN, following meetings with UCC, advisors, and AP team.	5.00
07/22/12	ST	Travel from DEN to LGA for meetings with FTI, Moelis and AP team.	5.00
07/27/12	ST	Travel from LGA to DEN.	5.00
07/29/12	ST	Travel from DEN to LGA for meetings with UCC, FTI, and UCC advisors.	5.00
Total Hours			35.00



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Residential Capital, LLC
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Invoice # 2042086-16

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	35.00	455.00	15,925.00
Total Hours & Fees	35.00		15,925.00



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Residential Capital, LLC
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Invoice # 2042086-17

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
06/27/12	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery for Rachael Ringer	4.24
07/02/12	Cab Fare/Ground Transportation Michael Eisenberg NY Office to Home	9.25
07/03/12	Cab Fare/Ground Transportation Marc Landy West 57th Street/NY to GCT	6.90
07/05/12	Coach Airfare Scott Tandberg 2012-07-22 DEN - LGA	436.14
07/05/12	Airfare Service Charge Scott Tandberg	10.00
07/08/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	34.55
07/08/12	Conference Calls - - VENDOR: InterCall Marc Landy	5.31
07/08/12	Lodging Scott Tandberg Marriott Hotels - New York 07/08/2012 - 07/12/2012	1,570.04
07/08/12	Meals & Tips Scott Tandberg - Dinner	19.45
07/08/12	Mileage Scott Tandberg 45 Miles	24.98
07/08/12	Parking & Tolls Scott Tandberg	11.30
07/09/12	Meals & Tips Scott Tandberg - Dinner	9.00
07/09/12	Meals & Tips Scott Tandberg - Dinner	14.00
07/09/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/10/12	Cab Fare/Ground Transportation Michael Eisenberg NY Office to Home	9.87
07/10/12	Conference Calls - - VENDOR: InterCall Marc Landy	9.69
07/10/12	Meals & Tips Scott Tandberg - Dinner	40.24
07/10/12	Meals & Tips Scott Tandberg - Breakfast	9.67
07/11/12	Airfare Service Charge Scott Tandberg	10.00
07/11/12	Meals & Tips Scott Tandberg - Dinner	25.50
07/11/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/12/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	35.66
07/12/12	Meals & Tips Scott Tandberg - Breakfast	7.52



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Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
07/12/12	Meals & Tips Scott Tandberg - Dinner	18.82
07/12/12	Mileage Scott Tandberg 45 Miles	24.98
07/12/12	Parking & Tolls Scott Tandberg	92.00
07/13/12	Coach Airfare Scott Tandberg 2012-07-29 DEN - LGA	411.65
07/13/12	Conference Calls - - VENDOR: InterCall Marc Landy	0.03
07/13/12	Conference Calls - - VENDOR: InterCall Marc Landy	16.30
07/15/12	Lodging Scott Tandberg Marriott Hotels - New York 07/15/2012 - 07/21/2012	1,776.23
07/15/12	Meals & Tips Scott Tandberg - Dinner	18.42
07/15/12	Mileage Scott Tandberg 45 Miles	24.98
07/16/12	Cab Fare/Ground Transportation Scott Tandberg Lga to Manhattan	27.75
07/16/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/17/12	Meals & Tips Scott Tandberg - Breakfast	9.34
07/17/12	Meals & Tips Scott Tandberg - Dinner	40.24
07/18/12	Meals & Tips Scott Tandberg - Dinner	25.50
07/18/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/19/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	26.62
07/19/12	Meals & Tips Scott Tandberg - Dinner	19.73
07/19/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/19/12	Mileage Scott Tandberg 45 Miles	24.98
07/19/12	Parking & Tolls Scott Tandberg	96.00
07/22/12	Lodging Scott Tandberg Marriott Hotels - New York 07/22/2012 - 07/26/2012	1,684.74
07/22/12	Meals & Tips Scott Tandberg - Dinner	19.54
07/22/12	Mileage Scott Tandberg 45 Miles	24.98
07/23/12	Cab Fare/Ground Transportation Scott Tandberg Lga to Manhattan	36.26
07/23/12	Meals & Tips Scott Tandberg - Dinner	40.48
07/23/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/24/12	Meals & Tips Scott Tandberg - Breakfast	9.87



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Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
07/24/12	Meals & Tips Scott Tandberg - Dinner	28.00
07/25/12	Meals & Tips Scott Tandberg - Breakfast	7.52
07/25/12	Meals & Tips Scott Tandberg - Dinner	17.70
07/26/12	Cab Fare/Ground Transportation Scott Tandberg Ap Office to Lga	26.62
07/26/12	Lodging Scott Tandberg Marriott Hotels - New York 07/26/2012 - 07/27/2012	392.68
07/26/12	Meals & Tips Scott Tandberg - Dinner	32.05
07/26/12	Meals & Tips Scott Tandberg - Breakfast	9.87
07/27/12	Cab Fare/Ground Transportation Scott Tandberg Lga to Algonquin Hotel	33.05
07/27/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to Lga	33.00
07/27/12	Meals & Tips Scott Tandberg - Breakfast	10.88
07/27/12	Mileage Scott Tandberg 45 Miles	24.98
07/27/12	Parking & Tolls Scott Tandberg	6.00
07/27/12	Parking & Tolls Scott Tandberg	105.00
07/29/12	Coach Airfare Scott Tandberg 2012-08-05 DEN - LGA	547.86
07/29/12	Airfare Service Charge Scott Tandberg	10.00
07/29/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Renaissance 57th	54.50
07/29/12	Lodging Scott Tandberg Marriott Hotels - New York 07/29/2012 - 08/04/2012	1,688.81
07/29/12	Meals & Tips Scott Tandberg - Dinner	18.73
07/29/12	Mileage Scott Tandberg 45 Miles	24.98
07/30/12	Meals & Tips Scott Tandberg - Breakfast	7.54
07/30/12	Meals & Tips Scott Tandberg - Dinner	25.50
07/31/12	Meals & Tips Scott Tandberg - Breakfast	9.76
Total Disbursements		9,932.90



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042086-17

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Coach Airfare	1,395.65
Airfare Service Charge	30.00
Cab Fare/Ground Transportation	334.03
Conference Calls	31.33
Lodging	7,112.50
Meals & Tips	539.99
Mileage	174.86
Parking & Tolls	310.30
Postage/Messenger/Courier	4.24
Total Disbursements	9,932.90



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October 9, 2012

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2042641

Federal Tax Id 38-3637158

For Professional Services: August 1, 2012 through August 31, 2012

Current Charges:		Hours	Rate	Amount
Wei Wei	Associate	139.40	345.00	48,093.00
Michael S Eisenberg	Associate	193.20	345.00	66,654.00
Lauren Schulman	Associate	87.50	405.00	35,437.50
Todd Toaso	Vice President	131.70	455.00	59,923.50
Scott Tandberg	Vice President	224.70	455.00	102,238.50
John Natividad	Vice President	17.10	505.00	8,635.50
Erin Plante	Vice President	8.00	505.00	4,040.00
Brian P Jenkins	Vice President	40.00	505.00	20,200.00
Silvio Palumbo	Vice President	53.00	505.00	26,765.00
Marc E Landy	Director	121.80	665.00	80,997.00
Mercedes Arango	Director	83.30	665.00	55,394.50
Harvey Kelly	Managing Dir.	12.20	920.00	11,224.00
Alan Holtz	Managing Dir.	42.10	920.00	38,732.00
Total Hours & Fees		<u>1,154.00</u>		<u>558,334.50</u>
Less 50% Non Working Travel (Billed at 50%)				(10,237.50)
Subtotal				<u>548,097.00</u>
Electronic Discovery Services				<u>99,116.50</u>
Subtotal				647,213.50

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



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Less 20% Hold Back Fee	(129,442.70)
Subtotal	517,770.80
Expenses	12,583.50
Total Amount Due	<u>USD 530,354.30</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

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Account Name: AlixPartners LLP
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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00001	Engagement Planning	1,848.50
007351.00004	Current Financials	39,602.00
007351.00006	Cash Management	9,383.00
007351.00007	Employee Issues	14,488.50
007351.00010	Claims & Recoveries	63,218.00
007351.00011	Misc. Motions	25,218.50
007351.00015	UCC Meetings	38,960.00
007351.00016	Court Hearings	3,434.50
007351.00017	RMBS Settlement	9,483.50
007351.00018	Collateral Analysis	120,947.50
007351.00020	Forensic Investigation - General	1,012.00
007351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, & OMR Transactions	14,170.00
007351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	146,187.00
007351.00023	Ediscovery Consulting	12,675.50
007351.00024	Ediscovery Processing & Hosting	99,116.50
007351.00025	Forensic Investigation - Intercompany Operations, Shared Services	16,956.50
007351.00090	Billing and Retention	20,274.50
007351.00091	Non Working Travel (Billed at 50%)	10,237.50
Total Fees Incurred		647,213.50



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Residential Capital, LLC
1177 Avenue of the Americas
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Expenses	Amount
Coach Airfare	3,136.40
Airfare Service Charge	119.68
Cab Fare/Ground Transportation	569.98
Phone - Internet Access	17.95
Lodging	7,428.62
Meals & Tips	653.85
Mileage	199.84
Parking & Tolls	426.00
Postage/Messenger/Courier	31.18
Total Disbursements	12,583.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
08/13/12	AH	Emails w/ H. Kelley (AP) re: retention of expert witnesses and AlixPartners role	0.20
08/14/12	AH	Call w/ K. Eckstein re: prioritization of workplan	0.20
08/20/12	AH	Meet w/ M. Eisenberg and S. Tandberg to discuss all work in process: operations, waterfall	0.40
08/20/12	ST	Meet with A. Holtz and M. Eisenberg from AP to discuss case status and project plan.	0.40
08/20/12	SE	Meet with AH and ST to discuss work in process	0.40
08/20/12	AH	Status call with M. Landy	0.50
08/20/12	MEL	Status call with Alan Holtz.	0.50
Total Hours			2.60



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-1

Re: Engagement Planning
Client/Matter # 007351.00001

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	1.30	920.00	1,196.00
Marc E Landy	0.50	665.00	332.50
Scott Tandberg	0.40	455.00	182.00
Michael S Eisenberg	0.40	345.00	138.00
Total Hours & Fees	2.60		1,848.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
08/01/12	MSE	Develop presentation of servicing performance metrics.	4.60
08/01/12	MSE	Revise analysis of Monthly Operating Report presentation.	1.10
08/02/12	ST	Revise slides for servicing operating performance.	0.90
08/06/12	MSE	Call with FTI to discuss company income statement analysis.	0.40
08/06/12	MSE	Analyze Ally financial statements to review operating performance of Debtor's business.	1.20
08/06/12	MSE	Analyze previous twelve months servicing revenue trends.	1.60
08/06/12	ST	Call with FTI to discuss outstanding requests relating to monthly operating reports.	0.40
08/07/12	MSE	Call with FTI regarding monthly operating reports.	0.40
08/07/12	ST	Update operations review presentation.	0.80
08/07/12	MSE	Revise presentation for UCC regarding performance metrics and monthly operating reports.	5.80
08/08/12	MSE	Meet with team to discuss income statement analysis provided by FTI.	0.80
08/08/12	MSE	Call with FTI to discuss monthly operating reports.	0.40
08/08/12	MSE	Call with FTI to discuss origination performance metrics.	0.50
08/08/12	MSE	Update presentation on performance metrics of ResCap.	3.80
08/08/12	ST	Analyze Rescap supplemental MOR presentation.	0.80
08/09/12	MEL	Discuss FTI responses to Alix questions on June MOR with Mike Eisenberg.	0.50
08/09/12	MEL	Analyze FTI responses to Alix questions on June MOR.	0.40
08/09/12	ST	Review Rescap responses to initial MOR questions.	0.60
08/09/12	MSE	Email to M. Renzi of FTI regarding outstanding requests.	0.40
08/09/12	ST	Create revised question list regarding May and June operating performance.	0.80
08/09/12	MSE	Call with M. Landy to discuss MOR reporting presentation.	0.60
08/09/12	MSE	Analyze presentation sent by FTI regarding monthly income statement variances.	2.70
08/10/12	ST	Call with B. McDonald from FTI to discuss originations	0.40



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
		segment.	
08/10/12	ST	Review originations economics detail from FTI.	0.70
08/13/12	MSE	Call with FTI, including BM, regarding origination performance.	0.40
08/13/12	MSE	Revise operating performance review presentation with origination performance data.	5.30
08/13/12	MSE	Review origination segment financials.	1.60
08/13/12	ST	Update MOR/operating performance presentation for UCC.	1.30
08/13/12	ST	Research mortgage delinquency data.	0.70
08/13/12	ST	Analyze FTI responses to operating performance requests.	1.30
08/14/12	ST	Call with FGIC to discuss questions relating to business operations update.	0.40
08/14/12	ST	Call with B. McDonald from FTI to discuss requests relating to MOR cash flows.	0.40
08/14/12	ST	Meeting with AP team, including A. Holtz, to discuss business operations presentation and requests.	0.60
08/14/12	ST	Call with KL, including D. Mannal, to discuss business operations presentation.	0.50
08/14/12	ST	Call with FTI, including M. Renzi, and Rescap to discuss origination operating performance.	0.50
08/14/12	ST	Meet with A. Holtz from AP to create summary notes for business operations presentation.	0.40
08/14/12	ST	Review revised business operations presentation.	0.80
08/14/12	ST	Update financial schedules for business operations presentation.	1.20
08/14/12	AH	Review various drafts of Operations Report to UCC	0.80
08/14/12	AH	Call w/ T. Travers (FGIC) re: comments to Operations Report	0.30
08/14/12	AH	Call w/ D. Mannal re: comments to Operations Report	0.30
08/14/12	AH	Call w/ Kramer Levin team (K. Eckstein, D. Mannal et al.) re: questions and comments on Operations Report	0.60
08/14/12	AH	Prepare for presentation to UCC re: current operations	1.80



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Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
08/14/12	ST	Revise business operations presentation for additional comments from KL.	0.40
08/14/12	ST	Supplement MOR/business operations presentation for additional Rescap information and edits.	2.40
08/14/12	MSE	Call with FTI, including BM, regarding performance review.	0.40
08/14/12	MSE	Revise presentation for UCC regarding operations performance.	5.20
08/14/12	MSE	Call with Kramer Levin, including DM and KE, regarding operational performance presentation.	0.60
08/14/12	MSE	Meeting with AP team, including AH, to discuss income statements presentation.	0.30
08/14/12	MSE	Meeting with AP team, including AH, to discuss operations performance presentation.	0.40
08/14/12	MSE	Call with member of committee to discuss operational performance presentation.	0.50
08/14/12	MSE	Call with Company and FTI, including MR, regarding originations performance.	0.50
08/15/12	ST	Create comprehensive list of open questions and requests for FTI re: the MORs and business operations.	1.20
08/16/12	ST	Meet with AP team, including M. Eisenberg, to discuss open MOR requests.	0.40
08/16/12	MSE	Meeting with FTI, including M. Renzi and W. Nolan, regarding operating performance.	0.90
08/16/12	MSE	Create request list for FTI open items re: MOR cash flows	1.10
08/17/12	MSE	Analyze additional information provided by FTI regarding operating performance review.	1.20
08/17/12	MSE	Call with FTI, including BM, regarding company MORs.	0.40
08/20/12	MSE	Review responses by FTI regarding MOR outstanding questions.	1.20
08/20/12	MSE	Review compliance reporting package submitted by Debtors.	3.20
08/20/12	MSE	Call with member of UCC to discuss current financials.	1.10
08/20/12	AH	Call w/ K. Handley of AIG (UCC Member) to review	0.90



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
		monthly operations report	
08/20/12	ST	Participate on call with K. Handley from AIG and M. Eisenberg from AP to discuss MOR review presentation.	0.70
08/21/12	ST	Revise note outline for MOR performance explanations.	0.90
08/21/12	MSE	Develop analysis of net cash flows between Debtor and Ally.	1.40
08/21/12	MSE	Call with FTI (including T. Meerovitch and B. McDonald) regarding cash flows with Ally and Debtor.	0.60
08/21/12	ST	Participate on call with B. McDonald from FTI to discuss reconciliation of Ally cash flows.	0.60
08/22/12	ST	Revise question list regarding servicing operations for ResCap.	0.60
08/22/12	MSE	Develop questions for preparation of call with Company regarding servicing performance.	0.40
08/23/12	ST	Prepare materials and questions for servicing call with Rescap.	0.90
08/23/12	ST	Participate on call with Rescap (Brian Z. and Joe P.) and FTI (B. McDonald) to discuss servicing business and trends.	0.90
08/23/12	ST	Draft summary of servicing call information for presentation.	1.80
08/23/12	MSE	Call with Company (including Joe P., Joe Z.) and FTI (including B. McDonald) regarding servicing performance.	0.60
08/23/12	MSE	Preparation of analysis for servicing call with Company.	1.10
08/27/12	MSE	Analyze July MOR filed.	0.80
08/27/12	MSE	Review cash flow payments made between Debtors and Ally.	0.60
08/27/12	MSE	Call with FTI (including T. McDonagh) regarding cash flows with Ally.	0.60
08/27/12	ST	Review July MOR cash flows.	0.80
08/27/12	ST	Review insider relationships in conjunction with July MOR.	0.60
08/27/12	ST	Call with T. McDonagh from FTI to discuss outstanding MOR and Ally cash flow questions.	0.60



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
08/28/12	ST	Review 2012 Rescap financials.	1.30
08/28/12	MSE	Update operating performance presentations for July MOR filings.	5.20
08/30/12	ST	Update July MOR presentation deck.	3.20
Total Hours			96.30



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1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-2

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	4.70	920.00	4,324.00
Marc E Landy	0.90	665.00	598.50
Scott Tandberg	30.80	455.00	14,014.00
Michael S Eisenberg	59.90	345.00	20,665.50
Total Hours & Fees	96.30		39,602.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-3

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
08/03/12	MSE	Prepare analysis of historical consolidated cash flows.	3.80
08/05/12	ST	Review draft consolidated cash variance schedule.	0.40
08/06/12	MSE	Revise cash flow variance analysis of DIP budget to actuals.	2.10
08/09/12	ST	Analyze DIP projections for administrative expense assumptions.	0.80
08/16/12	ST	Discuss cash flows with Ally and T. Meerovich from FTI.	0.50
08/17/12	ST	Review cash inflows from Ally for May and June.	0.60
08/17/12	ST	Review FTI responses to questions regarding disbursements to Ally.	0.30
08/20/12	ST	Research responses from T. Meerovich from FTI related to Ally/Rescap cash flows.	0.70
08/21/12	ST	Review 8.15.12 cash variance schedules.	1.20
08/21/12	ST	Prepare email to T. Meerovich at FTI relating to Ally cash flows.	0.30
08/21/12	MSE	Review updated projected cash flows submitted by Debtor.	1.20
08/21/12	MSE	Prepare variance analysis of cash flow projections submitted by Debtors.	1.10
08/21/12	MSE	Prepare variance analysis of historical cash flows.	0.60
08/21/12	ST	Revise June Ally cash flows schedule.	0.40
08/22/12	ST	Research question from S. Zide of KL regarding Ally LOC cash flows.	0.40
08/23/12	ST	Prepare reconciliation of ResCap prior month cash flows.	2.70
08/27/12	MSE	Analyze cash projection updates provided by FTI.	1.30
08/29/12	ST	Draft initial cash variance analysis.	0.60
08/29/12	MSE	Prepare presentation of cash flow variances for four week period reporting.	2.90
08/30/12	ST	Review updated cash variance report.	0.50
08/30/12	MSE	Revise presentation on cash flow variance analysis.	1.80
Total Hours			24.20



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-3

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	9.40	455.00	4,277.00
Michael S Eisenberg	14.80	345.00	5,106.00
Total Hours & Fees	24.20		9,383.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
08/01/12	ST	Draft question and request list related to executive compensation proposal.	0.70
08/01/12	ST	Prepare comments regarding insider classification for KEIP.	0.60
08/01/12	ST	Call with S. Zide from KL to discuss executive compensation motion.	0.40
08/01/12	ST	Review executive compensation proposal and related material.	1.80
08/01/12	ST	Review revised KEIP/KERP order.	0.40
08/02/12	AH	Review Exec Comp request.	0.40
08/02/12	AH	Conference call w/ Kramer Levin and MoFo to discuss Exec Comp request	1.00
08/02/12	AH	Conference call w/ Kramer Levin (S. Zide et al.) re: Debtors' executive comp proposal	0.40
08/02/12	ST	Research question regarding Rescap CFO's outstanding RSUs.	0.40
08/02/12	AH	Finalize/send follow-up question list re: Exec Comp	0.90
08/03/12	ST	Review Debtors' draft motion to reimburse AFI for payment of executive deferred compensation.	0.70
08/03/12	ST	Analyze additional request responses re: executive compensation payments.	0.80
08/03/12	ST	Review Trustees objection to the KEIP/KERP.	0.60
08/06/12	ST	Review Debtors' reply to UST objection to KEIP/KERP and supplemental declaration.	0.80
08/06/12	AH	Analyze Exec Comp supplemental order and related documentation	1.40
08/06/12	AH	Review Exec Comp supplemental order and related documentation	1.30
08/07/12	AH	Review KEIP/KERP response to evaluate implication of TARP restrictions.	0.70
08/07/12	AH	Discussion w/ S. Zide (Kramer Levin) re: KEIP/KERP response and implication of TARP restrictions	0.30
08/07/12	ST	Review revised KEIP/KERP draft order.	0.40



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
08/08/12	MEL	Summarize impacts of debtors' notification regarding rebadged employees.	0.40
08/08/12	MA	Reviewed Kramer emails and attached documents on status of KEIP/KERP.	1.80
08/09/12	MEL	Draft Email to FTI requesting information related to rebadging employees.	0.30
08/10/12	ST	Review final KERP order.	0.40
08/20/12	AH	Review "TARP Overview & AFI Compensation Agreement" prepared by Debtors	0.90
08/20/12	AH	Call w/ S. Zide and R. Ringer (Kramer Levin) re: TARP Overview document and proposed motion	0.40
08/20/12	ST	Review TARP and executive compensation materials from Debtors.	0.80
08/20/12	ST	Participated on call with S. Zide and R Ringer from KL to discuss executive compensation materials from Debtor.	0.60
08/21/12	AH	Prepare list of questions re:Debtors' presentation on Exec Comp proposal and send to Kramer Levin	0.90
08/23/12	ST	Review severance payment notice and provisions.	0.60
08/31/12	ST	Review executive comp information for summary schedule.	0.80
Total Hours			21.90



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-4

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	8.60	920.00	7,912.00
Marc E Landy	0.70	665.00	465.50
Mercedes Arango	1.80	665.00	1,197.00
Scott Tandberg	10.80	455.00	4,914.00
Total Hours & Fees	21.90		14,488.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
08/01/12	MSE	Review submissions by FTI of trial balance data.	1.30
08/01/12	ST	Meet with AP team to discuss to project plan for the waterfall analysis.	0.80
08/01/12	AH	Review FTI release letter related to waterfall analysis.	0.10
08/01/12	AH	Correspond w/ D. Mannal (Kramer Levin) re: FTI release letter.	0.10
08/02/12	MSE	Review of organizational structure for recovery analysis.	0.90
08/02/12	ST	Construct initial waterfall model for secured facilities.	4.20
08/02/12	MSE	Review asset by facility trial balance of Debtors.	2.30
08/02/12	ST	Call with A. Waldman from Moelis to discuss asset values for the waterfall model.	0.60
08/02/12	MSE	Discussion with AP team regarding waterfall recovery analysis.	0.70
08/02/12	MSE	Perform analysis of waterfall schedule provided by FTI.	1.90
08/02/12	MSE	Review equity mapping provided by FTI.	2.20
08/02/12	MSE	Call with Moelis to discuss waterfall recovery analysis.	0.60
08/03/12	ST	Construct waterfall analysis formulas.	3.40
08/03/12	MSE	Revise waterfall analysis of recoveries for general unsecured creditors.	0.80
08/03/12	MSE	Participate in Web demonstration with investor relations team of GMAC ResCap of mbs trusts data.	1.50
08/06/12	ST	Create equity mapping and distribution model for recovery.	1.90
08/06/12	ST	Construct second waterfall recovery schedule for unsecured claims.	3.90
08/06/12	ST	Create initial waterfall schedule for unsecured claims.	2.40
08/07/12	ST	Analyze asset roll forward and sale proceeds calculations.	2.80
08/07/12	ST	Research asset recovery model in response to KL question.	0.80
08/07/12	MSE	Call with FTI regarding asset roll-forward balances related to recovery analysis.	0.70
08/07/12	ST	Call with L. Park from FTI to discuss waterfall calculation issues.	0.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
08/09/12	MSE	Prepare presentation reports for recovery analysis.	2.10
08/09/12	ST	Reconcile projected asset sale proceeds analysis with asset recovery model.	2.70
08/09/12	ST	Update equity mapping waterfall schedule for recovery analysis.	1.80
08/10/12	MEL	Call with Eisenberg regarding islands within the waterfall.	0.60
08/10/12	MEL	Call with Eisenberg and Joe Shifer form Kramer Levin regarding islands within the waterfall	0.40
08/10/12	MSE	Revise recovery waterfall analysis reporting.	2.20
08/13/12	ST	Create purchase price allocation to assets schedule.	3.80
08/13/12	ST	Construct bid/non-bid asset segmentation analysis.	2.90
08/14/12	ST	Update asset recovery model for revised bid allocation.	1.60
08/15/12	ST	Draft waterfall assumption email to KL, including E. Daniels.	0.30
08/15/12	TMT	Analysis of May 2012 HFS Portfolio facility allocation versus May 2012 asset trial balance by facility	1.70
08/16/12	TMT	Review of ResCap publicly traded debt information	0.20
08/16/12	AH	Meeting at MoFo to review Debtors' "waterfall analysis"	2.40
08/16/12	ST	Prepared email for FTI, including M. Renzi, outlining the assumptions used in sale proceeds analysis.	0.50
08/16/12	ST	Participate in meeting with FTI (including M. Renzi), MoFo, KL, Moelis and AP team to review Debtor's waterfall and asset recovery assumptions.	2.90
08/16/12	MEL	Waterfall meeting at MoFo with K&L, MoFo and FTI. Participants included Eckstein (KL) Renzi (FTI)	3.20
08/16/12	MSE	Revise waterfall analysis of claims recoveries.	2.70
08/16/12	MSE	Meeting at MoFo office with Kramer Levin, FTI, Moelis and MoFo for waterfall presentation.	3.10
08/16/12	ST	Construct updated asset recovery schedule.	2.20
08/16/12	ST	Reconcile asset proceeds calculations with FTI output.	1.20
08/17/12	ST	Respond to Moelis questions (A. Waldman) regarding waterfall analysis.	0.80



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Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
08/17/12	ST	Link asset recovery scenarios into waterfall recovery schedule.	0.70
08/17/12	MSE	Revise schedules for waterfall recovery analysis.	4.20
08/17/12	ST	Update asset recovery schedule for scenarios.	1.10
08/20/12	MSE	Revise reporting on waterfall recovery analysis.	1.60
08/20/12	ST	Call with A. Waldman from Moelis to discuss waterfall issues in preparation for call with FGIC.	0.90
08/21/12	ST	Review CV presentation of the FHA/VA whole loan portfolio available for sale in connection with waterfall analysis.	0.70
08/21/12	ST	Reconcile asset recovery assumptions with Debtor recovery schedule.	1.60
08/21/12	ST	Create recoveries output schedules.	0.80
08/21/12	ST	Participate on call with FGIC and Moelis (A. Waldman) to discuss issues related to asset recoveries and waterfall.	0.50
08/21/12	MSE	Call with Moelis and member of Committee regarding claims recovery analysis.	0.60
08/21/12	MSE	Prepare analysis of waterfall related claims recoveries.	1.40
08/21/12	MSE	Call with FTI (including L. Park) regarding asset value forecasts.	0.60
08/21/12	WW	Research in Relativity for restructuring waterfall analysis conducted by Morgan Stanley in 2008.	0.80
08/22/12	AH	Review FTI markup to Waterfall release letter prior to sending to Kramer Levin	0.20
08/22/12	MSE	Analysis of claims recovery worksheets.	1.80
08/22/12	MSE	Call with FTI (including L. Park) regarding waterfall analysis.	0.60
08/22/12	MSE	Call with Kramer Levin (including M. Chass, S. Zide) regarding 2nd lien analysis.	0.50
08/22/12	ST	Draft consolidated reconciliation schedule with FTI waterfall model.	1.80
08/22/12	ST	Participate on call with L. Park from FTI and A. Waldman	0.90



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Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		from Moelis to synchronize waterfall model mechanics.	
08/22/12	ST	Review revised input schedule for waterfall model.	0.60
08/22/12	ST	Discuss input schedule for recovery analysis with M. Eisenberg from AP.	0.40
08/22/12	ST	Draft email outlining waterfall variance issues and questions to L. Park from FTI.	0.80
08/24/12	ST	Participate on call with A. Waldman from Moelis to review asset recovery scenarios.	1.60
08/24/12	AH	Call w/ J. Dermont (Moelis) re: Waterfall and recovery analysis	0.30
08/27/12	MSE	Call with S. Tandberg of AP Team to discuss waterfall UCC presentations.	0.60
08/27/12	MSE	Call with Moelis (including A. Waldman and B. Klein) regarding the waterfall analysis.	0.50
08/27/12	ST	Create asset recovery segmentation output schedule.	0.90
08/27/12	AH	Calls w/ D. Mannal (Kramer Levin) and A. Waldman (Moelis) and emails w/ S. Tandberg: re: Waterfall analysis	0.40
08/27/12	ST	Create excel 2003 version of waterfall model for Moelis.	0.40
08/27/12	ST	Calculate impact of the allocation of incremental bid value to asset recoveries.	0.80
08/27/12	ST	Create claims recoveries segmentation output schedule.	1.20
08/27/12	ST	Call with AP team, including M. Landy, to discuss requested waterfall and collateral analysis presentations.	0.60
08/27/12	MEL	Discussion with Scott Tandberg regarding preparation for upcoming Kramer Levin waterfall meeting.	0.50
08/28/12	MEL	Meeting at Kramer Levin (Inc Mannal) to discuss waterfall	2.10
08/28/12	ST	Create recovery sensitivity analysis for Rescap claims.	3.50
08/28/12	ST	Meet with KL, including D. Mannal, and Moelis, including B. Klein, to discuss waterfall and recovery issues.	2.30
08/28/12	MSE	Meeting with Kramer Levin (including D. Mannal) and Moelis (including J. Dermont) to discuss waterfall analysis.	2.70
08/29/12	ST	Participate on call with S. Hasan to discuss waterfall	0.60



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Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		presentation.	
08/29/12	ST	Compile slides for waterfall overview presentation.	2.40
08/29/12	ST	Create illustrative claim and recovery schedules for waterfall overview presentation.	3.70
08/29/12	ST	Create comprehensive projected 12/31/12 purchase price and net sale proceeds schedule.	2.80
08/30/12	ST	Call with A. Waldman and S. Hasan from Moelis to discuss waterfall presentation.	0.70
08/30/12	ST	Perform sensitivity analysis for Monoline recoveries based upon RMBS settlement and individual claim levels.	1.80
08/30/12	ST	Review Moelis revisions to waterfall discussion presentation.	0.60
08/30/12	ST	Revise waterfall and recovery discussion presentation.	2.70
08/30/12	MSE	Call with Kramer Levin (E. Daniels) regarding waterfall presentation.	0.20
08/31/12	ST	Participate on call with A. Holtz to discuss waterfall.	0.40
08/31/12	ST	Craft email response to Moelis questions regarding recovery analysis.	0.60
08/31/12	MSE	Review waterfall presentation edits from Kramer Levin.	0.90
08/31/12	ST	Run revised recovery sensitivity scenarios for Moelis.	2.30
08/31/12	AH	Review Waterfall analysis draft report to UCC	1.00
08/31/12	AH	Discuss Waterfall analysis draft report to UCC w/ A. Waldman (Moelis)	0.60
08/31/12	MA	Reviewed draft Moelis-AlixPartners presentation regarding selected waterfall and recovery considerations.	0.80
08/31/12	MA	Participated in a call with M. Landy and S. Tandberg to discuss RMBS trust settlement and monoline claim relative to the claims waterfall.	0.40
08/31/12	ST	Prepare Monoline recovery analysis slides.	1.40
08/31/12	AH	Discussion of open work in process w/ S. Tandberg, primarily Waterfall analysis	0.30
Total Hours			139.40



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Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	5.40	920.00	4,968.00
Marc E Landy	6.80	665.00	4,522.00
Mercedes Arango	1.20	665.00	798.00
Todd Toaso	1.90	455.00	864.50
Scott Tandberg	84.10	455.00	38,265.50
Michael S Eisenberg	39.20	345.00	13,524.00
Wei Wei	0.80	345.00	276.00
Total Hours & Fees	139.40		63,218.00



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Residential Capital, LLC
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Invoice # 2042641-6

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
08/01/12	MEL	Review misdirected funds motion and supporting documentation	0.80
08/01/12	LS	Review additional dockets (#925-949) posted to public website to determine if any require immediate AP action.	0.80
08/01/12	ST	Review KL's draft examiner motion.	0.40
08/01/12	ST	Meet with A. Holtz and M. Eisenberg from AP to discuss results of meetings with FTI.	0.50
08/01/12	HK	Review analysis and documentation underlying misdirected funds stipulation.	0.50
08/01/12	MA	Review of Kramer daily UCC update emails and attachments (Examiner motion and draft protective order, RMBS scheduling order and Ally termination notice).	1.00
08/01/12	ST	Call with B. McDonald from FTI to discuss outstanding motion requests.	0.40
08/02/12	HK	Analyze UCC motion update provided by Kramer Levin.	0.40
08/02/12	ST	Review de minimis asset sale motion.	0.50
08/02/12	MEL	Analyze data related to Ally indemnification to determine Ally loan statistics.	1.80
08/02/12	MSE	Review of motion filed by Debtors regarding de minimis sale procedures.	0.50
08/02/12	MSE	Analyze loan modifications made by Debtors in connection with DOJ/AG settlement.	1.20
08/02/12	MSE	Call with Kramer Levin to discuss loan modifications made pursuant to DOJ/AG Settlement.	0.30
08/02/12	LS	Review additional dockets (#950-986) posted to public website to determine if any require immediate AP action.	1.20
08/03/12	MSE	Analyze eligible borrower population data for DOJ/AG indemnification payments.	1.20
08/03/12	MSE	Review proposed motion on de minimis sales.	0.40
08/03/12	MSE	Call with Kramer Levin and Moelis to discuss de minimis sale motion.	0.60
08/03/12	MEL	Call with Kramer Levin and Moelis is to discuss de minimis	0.60



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
		sale provisions.	
08/03/12	ST	Review KL case update and associated motions.	0.60
08/03/12	LS	Review additional dockets (#987-996) posted to public website.	0.30
08/06/12	ST	Meeting with AP team to discuss motion status and project plan.	0.60
08/06/12	ST	Review subservicing stipulation letter and proposed order.	0.40
08/06/12	AH	Meet w/ S. Tandberg and M. Eisenberg re: motion status	0.40
08/06/12	LS	Review additional dockets (#997-1002) posted to public website to determine if any require immediate AP action.	0.30
08/06/12	MSE	Discussion with AP team regarding de minimis sale motion.	0.40
08/06/12	HK	Analyze Kramer Levin summary of sub servicing preliminary agreement.	0.50
08/06/12	HK	Coordinate status of sub servicing analysis with team.	0.50
08/07/12	LS	Review additional dockets (#1003-1014) posted to public website.	0.40
08/07/12	AH	Review KPMG retention.	0.20
08/07/12	MEL	Review updated motion De Minimis Asset Sales	0.20
08/07/12	MEL	Call with FTI regarding KPMG retention motion.	0.20
08/07/12	ST	Research BABC and KPMG treatment under the shared services agreement in response to retention motions.	1.40
08/07/12	AH	Discuss KPMG retention w/ M. Renzi (FTI) and Kramer Levin	0.30
08/08/12	ST	Review KL motion update and related documents.	0.60
08/08/12	MEL	Calls with Jen Sharret of Kramer Levin to discuss Deloitte declaration.	0.50
08/08/12	MEL	Call with Elise Frejka of Kramer Levin regarding Green Planet settlement motion.	0.20
08/08/12	MEL	Analyze proposed deboarding fees.	0.40
08/08/12	MEL	Review Ally public filings to understand scope of Deloitte's work.	0.90



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
08/08/12	ST	Research for response to follow-up questions from KL relating to KPMG and BABC retention.	1.20
08/08/12	MSE	Analyze termination and de-boarding fees of subservicing agreement.	0.90
08/08/12	MSE	Call with Moelis discussing termination fee estimate related to subservicing agreement.	0.20
08/08/12	LS	Review Item 14 in Ally 10-K filing tax disclosure.	0.30
08/08/12	LS	Review Board of Directors Meeting Packages for SAS 70 disclosures at request of R. Ringer and J. Sharret from Kramer Levin for Deloitte tax scope.	0.70
08/08/12	LS	Review additional dockets (#1015-1031) posted to public website.	0.60
08/08/12	LS	Search Morningstar for Ally's tax disclosures at request of R. Ringer and J. Sharret from Kramer Levin.	0.60
08/08/12	MA	Reviewed Kramer emails and attached documents on status of Ally Subservicing.	2.20
08/09/12	MSE	Call with M. Landy to discuss de minimis sale motion.	0.30
08/09/12	MSE	Call with Kramer Levin, including KS and SZ, and Moelis, including AW, regarding de minimis sales.	0.40
08/09/12	MEL	Discuss proposed ResCap - De Minimis Asset Sale Order with Stephen Zide, Joe Shifer (KL) and Adam Waldman (Moelis)	0.60
08/09/12	ST	Respond to email from J. Sharret from KL regarding treatment of shared professional fees under shared services agreement.	0.60
08/09/12	MSE	Review proposed de minimis sales order.	0.70
08/10/12	ST	Review KL case update to the UCC.	0.50
08/10/12	ST	Review Debtor's response to UCC underwriting request list.	0.40
08/10/12	MSE	Call with AP team, ML, regarding de minimis sale.	0.60
08/10/12	MSE	Call with Kramer Levin, including JS, regarding de minimis sale.	0.40
08/10/12	MSE	Call with Moelis, including AW, regarding de minimis asset sales.	0.30



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
08/10/12	MSE	Review de minimis sale motion assets.	0.80
08/13/12	LS	Review new dockets (#1032-1102) posted to public website to determine which require action from AlixPartners.	1.20
08/13/12	MA	Reviewed Kramer daily UCC update email and attachments related to Examiner 204 motion.	0.50
08/13/12	ST	Review KL case update and new motions.	0.40
08/14/12	MSE	Call with Kramer Levin and MoFo regarding De-boarding Fees related to sub-servicing agreements.	0.50
08/14/12	ST	Review amended KP trust settlement document.	0.60
08/14/12	LS	Review new dockets (#1103-1108) posted to public website to determine which require action from AlixPartners.	0.20
08/15/12	LS	Review new dockets (#1109-1130) posted to public website to determine which require action from AlixPartners.	0.40
08/15/12	ST	Prepare presentation materials for UCC meeting.	0.60
08/16/12	LS	Review new dockets (#1131-1184) posted to public website to determine which require action from AlixPartners.	0.70
08/16/12	ST	Follow up meeting with FTI, including B. Nolan, to discuss open requests and project plan.	0.60
08/16/12	ST	Inventory open Rescap requests and responses.	0.80
08/17/12	LS	Review new dockets (#1185-1197) posted to public website to determine if any require immediate action from AlixPartners.	0.30
08/17/12	ST	Review Rescap motion update from KL.	0.70
08/20/12	ST	Review document production list filed by MoFo.	0.40
08/21/12	ST	Participate on call with R. Ringer from KL to discuss current motions and committee call.	0.40
08/21/12	ST	Participate on call with L. Park from FTI to discuss outstanding request items related to assets, operations, and waterfall.	0.40
08/21/12	LS	Review new dockets (#1198-1223) posted to public website to determine if any require immediate action from AlixPartners.	0.40



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Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
08/21/12	MA	Reviewed revised Subservicing Stipulation (K&E comments, Kramer comments and email update).	0.30
08/21/12	MA	Reviewed Examiner Discovery Order.	0.20
08/22/12	LS	Review new dockets (#1224-1232) posted to public website to determine if any require immediate action from AlixPartners.	0.20
08/23/12	ST	Review ResCap case update and motions from KL.	0.60
08/24/12	MA	Reviewed daily Kramer UCC update and attached documents related to various motions.	0.50
08/27/12	MA	Reviewed Kramer daily UCC email updates from 8/24 - 8/27 related to various motions including (Ally Subservicing and RMBS 9010 hearing).	0.50
08/27/12	LS	Review new dockets (#1233-1269) posted to public website to determine if any require immediate action from AlixPartners.	0.40
08/27/12	ST	Draft update email to A. Holtz from AP re: motion status	0.30
08/27/12	ST	Review KL case update and related motions.	0.60
08/28/12	ST	Review Debtors' proposed chapt. 11 plan in relation to motions.	0.50
08/28/12	ST	Review KL case update and related motions.	0.50
08/28/12	HK	Review UCC updates prepared by Kramer Levin and consider potential impacts on AlixPartners analysis.	0.60
08/28/12	LS	Review new dockets (#1270-1281) posted to public website to determine if any require immediate action from AlixPartners.	0.20
08/30/12	LS	Review new dockets (#1282-1318) posted to public website to determine if any require immediate action from AlixPartners.	0.50
08/30/12	ST	Review case update summary from KL re: new motions	0.40
Total Hours			50.10



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Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.50	920.00	2,300.00
Alan Holtz	0.90	920.00	828.00
Marc E Landy	6.20	665.00	4,123.00
Mercedes Arango	5.20	665.00	3,458.00
Scott Tandberg	15.90	455.00	7,234.50
Lauren Schulman	9.70	405.00	3,928.50
Michael S Eisenberg	9.70	345.00	3,346.50
Total Hours & Fees	50.10		25,218.50



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Invoice # 2042641-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
08/01/12	MSE	Call with Kramer Levin and Moelis to prepare for UCC call.	1.10
08/01/12	MEL	Participate on UCC call.	1.40
08/01/12	MEL	Participate on UCC committee chairmen call.	0.90
08/01/12	MSE	Call with UCC for standing weekly meeting.	1.00
08/01/12	ST	Participate on UCC pre-call with UCC co-chairs and UCC advisors.	1.00
08/01/12	ST	Participate on weekly UCC call with UCC and advisors.	1.50
08/01/12	HK	Participate in UCC Co-Chair update call.	0.90
08/01/12	HK	Participate in UCC update meeting.	1.60
08/01/12	MA	Participated in co-Chair UCC call.	0.90
08/01/12	MA	Participated in portion of UCC weekly call.	0.60
08/01/12	AH	Weekly UCC Co-chair update call	0.50
08/07/12	MSE	UCC call regarding subservicing motion.	0.60
08/07/12	MSE	Call with UCC professionals and co-chairs regarding next day UCC meeting agenda.	1.40
08/07/12	ST	Call with UCC to discuss subservicing update.	0.50
08/07/12	ST	Call with UCC co-chairs and UCC advisors to discuss case issues.	1.30
08/07/12	HK	Participate in update call with UCC Co-Chairs and Kramer Levin.	1.30
08/07/12	MEL	Weekly committee chair call.	1.30
08/07/12	AH	UCC call re: sub-servicing settlement	0.60
08/07/12	AH	Weekly UCC Co-Chair call	1.40
08/07/12	MEL	Sub servicing update call	0.50
08/08/12	MEL	Weekly UCC status call.	2.50
08/08/12	AH	Weekly UCC meeting (telephonic)	1.30
08/08/12	HK	Participate in weekly UCC meeting.	1.50
08/08/12	ST	Participate on call with UCC and UCC advisors for weekly UCC meeting.	1.60
08/08/12	MSE	Call with UCC for weekly standing committee meeting.	2.10



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Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
08/14/12	MA	Participated on UCC co-chair call.	1.00
08/14/12	MSE	Co-chair committee call to prepare for next day UCC meeting.	1.00
08/14/12	AH	Weekly UCC co-chair/professionals call to plan for UCC meeting	1.00
08/14/12	ST	Call with UCC co-chairs and UCC advisors to discuss issues relating to upcoming UCC meeting.	1.10
08/15/12	MEL	Weekly UCC call.	2.00
08/15/12	AH	Preparation for weekly UCC call at Kramer Levin	0.50
08/15/12	AH	Participate in weekly UCC call at Kramer Levin	1.80
08/15/12	ST	Participate in weekly UCC meeting at KL office.	2.80
08/15/12	MA	Participated on UCC weekly call.	1.80
08/15/12	MSE	UCC meeting at Kramer Levin office.	2.90
08/15/12	MSE	Prepare notes to review for UCC meeting.	1.10
08/21/12	MSE	Call with UCC Co-Chairs for preparation of next day UCC Meeting.	0.50
08/21/12	MEL	Participate in weekly committee chairmen call.	1.40
08/21/12	AH	Weekly call w/ UCC co-chairs and professionals	0.90
08/21/12	AH	Weekly UCC co-chair call in preparation for UCC meeting	1.40
08/21/12	ST	Participate on UCC meeting pre-call with Committee co-chairs, KL, Moelis, and AP.	1.30
08/22/12	HK	Participate in UCC telephonic meeting on issues including subservicing update, RMBS update and various other issues.	1.80
08/22/12	ST	Participate on UCC weekly call with UCC and UCC advisors.	2.00
08/22/12	MA	Participated on UCC call.	1.50
08/22/12	AH	Participate on portion of weekly UCC call	1.40
08/22/12	MEL	Participate in weekly UCC call.	1.90
08/22/12	MSE	Dial into UCC meeting.	2.10
Total Hours			62.50



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Invoice # 2042641-7

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	7.10	920.00	6,532.00
Alan Holtz	10.80	920.00	9,936.00
Marc E Landy	11.90	665.00	7,913.50
Mercedes Arango	5.80	665.00	3,857.00
Scott Tandberg	13.10	455.00	5,960.50
Michael S Eisenberg	13.80	345.00	4,761.00
Total Hours & Fees	62.50		38,960.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-8

Re: Court Hearings
Client/Matter # 007351.00016

Date	Consultant	Description of Services	Hours
08/08/12	ST	Attend court hearing to consider KEIP/KERP contested motion.	3.10
08/09/12	AH	Attend Court Hearing re: AlixPartners Retention as Declarant	2.20
Total Hours			5.30



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Invoice # 2042641-8

Re: Court Hearings
Client/Matter # 007351.00016

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.20	920.00	2,024.00
Scott Tandberg	3.10	455.00	1,410.50
Total Hours & Fees	5.30		3,434.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-9

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
08/01/12	MA	Reviewed various RMBS litigation related documents in Relativity.	1.50
08/01/12	MA	Review of Moelis draft RMBS work plan.	1.00
08/02/12	MA	Reviewed various emails on status of RMBS work plan, information request list to debtors and access to Vision website.	3.00
08/02/12	MEL	Revise RMBS work plan.	2.20
08/02/12	HK	Follow-up on various data availability issues in RMBS area.	0.50
08/02/12	MA	Discussions with Jared Dermont (Moelis) and Marc Landy on RMBS work plan, information request list to debtors and next steps on RMBS analysis.	1.00
08/03/12	MEL	Call with ResCap team for walk-through of Vision system to be used for RMBS analysis.	1.20
08/11/12	HK	Consult with Jared Dermont, Moelis regarding various RMBS issues.	0.40
08/13/12	MA	Reviewed various Kramer emails related to status of RMBS retention of Compass Lexecon.	0.70
08/16/12	ST	Review Debtor's supplemental 9019 motion.	0.40
08/21/12	MA	Participated in Carpenter Lipps Webex presentation on ResCap RMBS Overview with Kramer (S. Zide) and Moelis (L. Parsons).	1.80
08/23/12	ST	Review RMBS settlement HoldCo election description.	0.50
Total Hours			14.20



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Invoice # 2042641-9

Re: RMBS Settlement
Client/Matter # 007351.00017

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.90	920.00	828.00
Marc E Landy	3.40	665.00	2,261.00
Mercedes Arango	9.00	665.00	5,985.00
Scott Tandberg	0.90	455.00	409.50
Total Hours & Fees	14.20		9,483.50



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-10

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/01/12	MSE	Call with Kramer Levin and Moelis on Collateral analysis.	0.60
08/01/12	ST	Call with M. Chass from KL to discuss pledged asset mapping as it relates to collateral analysis.	0.50
08/09/12	TMT	Call with Mark Chass of Kramer Levin regarding collateral analysis	0.30
08/10/12	MEL	Call with Eisenberg and Toaso regarding the reconciliation of Trial balances to loan detail with respect to collateral linked to bilateral facilities.	2.50
08/10/12	MSE	Call with AP team, including TT and ML, regarding HFS collateral.	0.60
08/10/12	MSE	Review of Held-For-Sale collateral loan tapes.	1.60
08/10/12	MSE	Call with Kramer Levin, including EL and MC, regarding Ally Revolver collateral.	1.10
08/10/12	MEL	Call with Elan Daniels and Mark Chass regarding loan collateral on Bilateral Facilities.	0.90
08/10/12	TMT	Call with Elan Daniels and Mark Chass of Kramer Levin regarding collateral analysis	1.10
08/13/12	MSE	Analyze collateral of 2008 bilateral facilities.	1.10
08/13/12	MSE	Call with FTI, including B. McDonald, regarding collateral for bilateral facilities.	0.30
08/13/12	MEL	Call with Elan Daniels of Kramer Levin regarding collateral for bilateral facilities.	0.50
08/14/12	TMT	Call with Elan Daniels of Kramer Levin, Samantha Martin of MoFo, and Debtor representatives regarding collateral analysis	0.60
08/14/12	MSE	Call with Moelis to discuss outstanding requests regarding collateral analysis.	0.50
08/14/12	ST	Call with A. Waldman from Moelis to discuss collateral package and wind-down plan.	0.50
08/14/12	MEL	Call with Elan Daniels of Kramer Levin and ResCap/MoFo to understand mortgage collateral database with respect to bilateral facilities in relation to related party debt.	0.50
08/15/12	ST	Analyze collateral assumptions in FTI recovery analysis.	1.40



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/15/12	ST	Call with MoFo, KL, and AP to discuss CFDR database and loan collateral.	1.20
08/15/12	MEL	Call with ResCap, KL (Daniels) and MoFo regarding collateral database request.	1.00
08/15/12	SP	Review of data schema from CFDR data extract	3.00
08/15/12	TMT	Participated on a call with MoFo (Samantha Martin), Kramer Levin (Elan Daniels), and ResCap (Heather Anderson) regarding historical analysis of loan collateral	0.60
08/15/12	ST	Meet with AP team, including M. Landy, to discuss collateral issues.	0.80
08/15/12	MSE	Call with Company, MoFo and Kramer Levin regarding collateral assets pledged to various debt facilities.	1.30
08/15/12	MSE	Review collateral documents regarding junior secured notes.	1.40
08/15/12	MSE	Analyze collateral of secured debt held by Ally Revolver/Blanket Lien.	2.20
08/15/12	TMT	Review of ResCap provided CFDR tables and fields	1.30
08/15/12	SP	Match CFDR data extract with HFS data schema	2.00
08/15/12	SP	Creation of data request re: collateral analysis	1.10
08/16/12	SP	Participate on call with Samantha Martin (MoFo) & Team to finalize field selection on new AP request	1.20
08/16/12	TMT	Participated on a call with MoFo (Samantha Martin), Kramer Levin (Elan Daniels), and ResCap (Heather Anderson) regarding the Debtor's historical tracking of loan collateral	1.20
08/16/12	TMT	Identification of ResCap provided CFDR tables and fields to be requested	1.40
08/16/12	TMT	Review of ResCap changes in CFDR tables and fields requested	0.80
08/16/12	ST	Research junior secured bond pricing for KL.	0.30
08/16/12	SP	Work through CFDR field selection based on Samantha Martin's "AP request" response.	1.30
08/16/12	MEL	Call Elan Daniels to discuss collateral and blanket lien.	0.30



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/16/12	MEL	Call with ResCap, MoFo, KL (Elan Daniels) and FTI (Renzi) to discuss collateral database request.	1.10
08/17/12	MEL	Review analysis of trading prices of Junior Secured bonds at request of Kramer Levin	0.50
08/17/12	TMT	Analysis of the historical trading price of ResCap's unsecured notes maturing on June 30, 2015	0.80
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured notes maturing on June 1, 2008	0.30
08/17/12	TMT	Analysis of the historical trading prices of ResCap's unsecured notes maturing on May 17, 2012	0.60
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured notes maturing on April 17, 2013	0.30
08/17/12	TMT	Analysis of the historical trading price of ResCap's unsecured notes maturing on July 1, 2014	0.60
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured notes maturing on May 17, 2013	0.30
08/17/12	TMT	Analysis of the historical trading price of ResCap's junior secured bonds maturing on May 15, 2015	0.90
08/17/12	LS	Search ResCap's 11/9/11 note value decline using news articles (Bloomberg, WSJ).	0.60
08/17/12	MSE	Prepare analysis of bond pricings for publicly traded bonds of Company.	2.60
08/17/12	TMT	Analysis of the historical trading price of ResCap's unsecured notes maturing on April 17, 2013	0.70
08/17/12	TMT	Analysis of the amount outstanding of ResCap's junior secured bonds maturing on May 15, 2015	0.40
08/17/12	TMT	Analysis of the historical trading prices of ResCap's unsecured notes maturing on June 1, 2008	0.80
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured notes maturing on May 17, 2012	0.30
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured notes maturing on July 1, 2014	0.30
08/17/12	TMT	Analysis of the outstanding amount of ResCap's unsecured	0.60



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Invoice # 2042641-10

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
		notes maturing on June 30, 2015	
08/17/12	TMT	Analysis of the historical trading prices of ResCap's unsecured notes maturing on May 17, 2013	0.50
08/20/12	LS	Research ResCap's secured note value decline using public filings.	0.80
08/20/12	TMT	Participated on a call with MoFo (Samantha Martin), Kramer Levin (Stephen Zide), and ResCap (Joe Roulen) regarding the Debtor's use of MSRs and advance receivables as loan collateral	0.70
08/20/12	MA	Call with Kramer (S. Zide), MoFo (S. Martin), ResCap to discuss Servicer Advance and MSR collateral pledged under the Ally Facilities, bi-lateral facilities and Ally Blanket Lien.	0.70
08/20/12	MA	Met with Todd Toaso to discuss Ally facility blanket lien on ResCap assets and prep for call with MoFo.	0.40
08/20/12	MA	Review of ResCap spreadsheet showing May trial balances of pledged collateral under the various financing facilities and the Ally Blanket Lien to prep for call with counsel and debtor.	0.30
08/21/12	MEL	Call with S. Zide and J Shifer and Todd Toaso to discuss analysis of blanket liens.	0.50
08/21/12	SP	Attended call with Kramer Levin team regarding the collateral related document request.	0.70
08/21/12	TMT	Participation on call with Kramer Levin (Stephen Zide) regarding collateral analysis	0.70
08/21/12	SP	Analysis of relevant fields for the collateral related data request (CFDR database) to assess whether additional fields are required	0.80
08/22/12	TMT	Research into the principal amount outstanding of the Junior Secured bonds in 2008 and 2009	2.70
08/22/12	TMT	Participation on call with Kramer Levin (Stephen Zide) regarding collateral analysis	0.50
08/22/12	TMT	Participation on a call with FTI (Brian McDonald) regarding Debtor production of collateral analysis materials	0.20
08/22/12	MSE	Review Junior Secured Bond payment history.	2.70



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/22/12	SP	Attended call with larger team to discuss CFDR data request and fields (noted that "address" should be included in the list and made proper changes)	1.00
08/22/12	MSE	Meeting with AP team (including M. Landy) regarding junior secured bond analysis.	0.80
08/22/12	MEL	Participate in team call regarding collateral analysis progress.	1.00
08/22/12	MEL	Review analysis of junior secured bond roll forward.	1.50
08/22/12	MEL	Call with Joe Shiffer (KL) and Samantha Martin (MoFo) re: collateral related database request.	0.50
08/22/12	ST	Participate on call with KL, including S. Zide, to discuss collateral issues and preferences.	0.50
08/23/12	ST	Review excluded assets collateral chart from J. Amster at KL.	0.40
08/23/12	ST	Respond to asset collateral questions from J. Amster of KL.	1.20
08/23/12	MEL	Review collateral underlying May 31, 2012 trial balance.	0.80
08/23/12	MSE	Review May 31 Ally revolver borrowing base reports to analyze collateral.	3.20
08/23/12	MSE	Analyze Junior Secured Bond principal outstanding balance.	1.20
08/23/12	MSE	Call with Kramer Levin (including J. Shifer) regarding JSB holders.	0.30
08/23/12	MSE	Call with Kramer Levin (including M. Chass, K. Eckstein, S. Zide) regarding collateral analysis.	2.00
08/23/12	WW	Review summary of 2008 Junior secured bond forgiveness transactions.	1.00
08/23/12	MSE	Meeting with M. Landy to discuss current status of collateral analysis.	1.20
08/23/12	MEL	Analyze collateral files to understand different elements.	2.40
08/23/12	SP	Performed reconciliation of Borrowing Base Buckets for Primary Collateral and .csv files from Data Tape Summary.	2.20
08/23/12	MEL	Call with Kramer team including Zide and Eckstein to develop analysis of collateral for secured notes.	2.00



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/24/12	MEL	Review of May 31, 2012 collateral data production.	1.70
08/24/12	MEL	Conduct document search to respond to e-mail from Jay Amster re: excluded assets collateral.	0.60
08/24/12	MEL	Review servicing advance collateral files as of May 31, 2012	1.00
08/24/12	WW	Review Fairness opinion by GoldinAssociates on 8.5% secured senior loans on 1/26/2008.	1.00
08/24/12	WW	Review 2008 September 23 BOD minutes for senior secured notes by ResCap.	1.30
08/24/12	WW	Review Fairness opinion by GoldinAssociates on 8.5% secured senior loans on 1/30/2009	0.90
08/24/12	MEL	Discuss servicing related collateral with M. Arango, based on her call with Company personnel earlier in the week.	1.00
08/24/12	MEL	Call with Mark Chass of KL to discuss understanding of available data and approach for collateral analysis.	1.80
08/24/12	MA	Reviewed AFI revolver Security Agreement to understand excluded assets and primary collateral for the facility.	0.40
08/24/12	MA	Met with M. Landy and Silvio Palumbo to discuss pledged collateral analysis.	1.50
08/27/12	MA	Reviewed various documents provided by Kramer related to collateral analysis (UCC releases related to Ally Revolver, Ally Revolver loan and security agreement, UK note facility agreements, HFN REO Sub II LLC Agreement and Deferred Consideration Sale Agreement).	2.50
08/27/12	MSE	Call with Kramer Levin (including M. Chass) regarding Ally Revolver collateral analysis.	0.90
08/27/12	MSE	Analyze Junior Secured Note historical financial information.	1.80
08/27/12	MSE	Meet with M. Landy to discuss Junior Secured Bond collateral analysis.	0.90
08/27/12	WW	Review 2010 quarterly filings for disclosure notes on collateral for secured debt.	2.00
08/27/12	WW	Review 2009 quarterly filings for disclosure notes on collateral for secured debt.	1.00



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/27/12	WW	Review 2008 10k for disclosure on carrying value of Ally revolver and Junior secured notes.	1.50
08/27/12	WW	Prepare quarterly summary table for carrying value of the restricted assets based on the quarterly disclosure.	2.50
08/27/12	WW	Review 2011 quarterly filings for disclosure notes on collateral for secured debt.	1.80
08/27/12	BPJ	Reviewed UCC-3 documents provided by Kramer Levin	2.60
08/27/12	BPJ	Searched Relativity database for documents related to UCC-3 amendments.	2.30
08/27/12	MEL	Review UCC-3 filings as requested by Jason Amster of Kramer.	1.00
08/27/12	MEL	Call with Mark Chass to discuss collateral analysis.	1.00
08/27/12	MEL	Review analysis of secured debt/collateral extracted from quarterly financial statements.	0.50
08/27/12	MEL	Respond to e-mails coordinating receipt of CFDR database.	0.50
08/27/12	MEL	Additional analysis of UCC-3s	0.40
08/27/12	MEL	Review 2/29/2012 trial balance with respect to collateral analysis.	1.40
08/27/12	BPJ	Searched Relativity database for related documents to UCC-3 amendments.	1.50
08/28/12	BPJ	Searched Relativity database for related documents to UCC-3 amendments.	2.50
08/28/12	MEL	Conduct preliminary analysis of CFDR database with Silvio Palumbo.	4.20
08/28/12	SP	Analyzed CFDR data to ensure consistency across tables.	0.90
08/28/12	SP	Aggregated different databases (from Excel and Access to SQL) re: CFDR data.	2.80
08/28/12	SP	Created views for different analyses comparing 2008 and 2012 time series for all asset classes and facilities re: collateral analysis.	2.60
08/28/12	MEL	Call with Elan Daniels of Kramer Levin to discuss progress of initial review of CFDR database.	1.20



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Invoice # 2042641-10

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/28/12	WW	Analyze the changes from quarterly collaterals and loans.	2.50
08/28/12	WW	Update the quarterly summary table of restricted assets carrying value with 2012 information.	1.00
08/28/12	BPJ	Reviewed UCC-3 documents provided by Kramer Levin. #2009 1611471.	5.20
08/28/12	SP	Collected data from CFDR database extract.	1.70
08/28/12	ST	Review consolidated information request list re: collateral.	0.40
08/28/12	ST	Participate on call with E. Daniels from KL and AP team to discuss outstanding collateral analysis issues and request items.	0.80
08/28/12	WW	Review ResCap's filings on collateralized assets as of 2/29/2012.	1.50
08/28/12	ST	Review email summary of REO collateral issues from E. Daniels of KL.	0.40
08/28/12	MA	Reviewed various Kramer emails related to collateral analysis and draft subpoena request for additional documents and information from ResCap.	0.50
08/28/12	MA	Met with M. Landy and Silvio Palumbo to discuss pledged collateral analysis.	1.40
08/28/12	MA	Call with Kramer (J. Shifer, M. Chass, E. Danielis) to discuss collateral analysis and additional information request items for ResCap.	1.60
08/28/12	MSE	Review collateral of historical secured debt facilities.	0.90
08/28/12	MSE	Review historical financial statement filings for secured debt collateral schedules with W. Wei.	0.80
08/29/12	MSE	Prepare presentation for UCC meeting regarding collateral analysis of Ally Revolver/Junior Secured Notes.	6.20
08/29/12	SP	Analysis of CFDR database extract.	2.40
08/29/12	ST	Review draft Revolver and JSB collateral presentation.	0.50
08/29/12	MEL	Develop queries related to blanket lien collateral in CFDR database.	2.70
08/29/12	SP	Merge of the CFDR DB to define historical time series.	1.80



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/29/12	SP	Comparison of Jul '08, Feb '12 and May '12 fund facilities re: CFDR.	1.90
08/29/12	SP	Research of historical movement of funds currently in GMAC Revolver, coming from different fund facilities	2.20
08/29/12	MEL	Revise presentation of collateral for UCC meeting.	1.80
08/29/12	MEL	Develop collateral outline for presentation for upcoming UCC meeting.	0.50
08/29/12	MEL	Develop queries related to GMAC revolver collateral in CFDR database.	2.80
08/30/12	MEL	Review analysis related to Kramer's request re: UCC-3 filings.	0.70
08/30/12	MEL	Analysis of mortgage assets at February 29, 2012	1.50
08/30/12	SP	Created snapshot CFDR data comparisons for potential preferential payments	3.60
08/30/12	SP	Created presentation slides of crosstabs for potential preferential payments	3.40
08/30/12	WW	Meet with M.E. to discuss collateral disclosure in financial statements.	0.50
08/30/12	MEL	Analysis of mortgage assets at May 13, 2012.	1.50
08/30/12	MEL	Discussions with Elan Daniels regarding requested data for collateral analysis	0.50
08/30/12	MEL	Discussion with Mark Chass regarding collateral analysis.	1.50
08/30/12	MEL	Develop outline for collateral analysis presentation.	1.20
08/30/12	MEL	Revise slides containing restricted collateral.	1.90
08/30/12	WW	Prepare draft presentation slides for collateralized assets and loans based on ResCap quarterly financials	2.50
08/30/12	WW	Update the restricted assets presentation with ResCap's 5/13/2012 draft balance sheet.	1.30
08/30/12	WW	Review ResCap's collaterals and debt presentation	2.00
08/30/12	WW	Revise restricted assets and debt slides.	1.80
08/30/12	BPJ	Reconciliation of Schedule 7.01(t) Bilateral Facilities to UCC-3 summary.	1.60



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Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/30/12	BPJ	Compiled UCC-3 summary.	2.20
08/30/12	SP	Continued data analysis on CFDR database, including additional fields on data extracts and reports.	4.20
08/30/12	MSE	Revise presentation of financial statement review of collateral analysis.	3.90
08/30/12	MSE	Review collateral analysis presentations with AP team.	2.90
08/30/12	WW	Search Relativity for related party loans outstanding in Q2 2008	0.80
08/30/12	ST	Review KL collateral review questions from E. Daniels.	0.30
08/30/12	MSE	Review financial statements disclosures regarding secured debt.	1.60
08/31/12	MSE	Develop executive summary page for collateral review presentation of preference analysis.	0.80
08/31/12	MSE	Review updates to collateral analysis presentation for next week's UCC meeting.	0.60
08/31/12	MSE	Review CDR database HFS/REO loans pledged as collateral for secured debt facilities.	4.20
08/31/12	MSE	Revise presentation of financial statement analysis related to collateral review.	1.40
08/31/12	MSE	Review with AP team regarding Ally Revolver collateral database analysis.	1.50
08/31/12	SP	Update call with Mark Chass re: CFDR database.	1.40
08/31/12	WW	Revise the collaterals and debt review presentation.	2.20
08/31/12	MEL	Database analysis of HFS and REO at April 30, 2011	0.60
08/31/12	MEL	Call with Mark Chass re: Alix's analysis of CFDR database	1.40
08/31/12	MEL	Database analysis of HFS and REO at May 13, 2012	2.10
08/31/12	SP	Analysis on CFDR database, to single out assets in May excluded in previous years.	4.30
08/31/12	SP	Completion of first deck containing the Collateral Analysis.	2.70
08/31/12	SP	Process new extractions from database to provide additional views to final presentation	3.80
08/31/12	MEL	Analysis of collateral at February 29, 2012	1.30



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Invoice # 2042641-10

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
08/31/12	MEL	Database analysis of HFS and REO at May 31, 2011	1.30
Total Hours			248.10



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Invoice # 2042641-10

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	55.60	665.00	36,974.00
Mercedes Arango	9.30	665.00	6,184.50
Todd Toaso	19.50	455.00	8,872.50
Brian P Jenkins	17.90	505.00	9,039.50
Scott Tandberg	9.20	455.00	4,186.00
Silvio Palumbo	53.00	505.00	26,765.00
Lauren Schulman	1.40	405.00	567.00
Michael S Eisenberg	53.10	345.00	18,319.50
Wei Wei	29.10	345.00	10,039.50
Total Hours & Fees	248.10		120,947.50



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Residential Capital, LLC
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Invoice # 2042641-11

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
08/07/12	HK	Analyze status of transactional investigation work.	1.10
		Total Hours	1.10



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1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-11

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	1.10	920.00	1,012.00
Total Hours & Fees	1.10		1,012.00



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-12

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
08/07/12	MEL	Review of Q1 2008 board packages.	1.90
08/09/12	MEL	Review June 4 2008 8-K with respect to IB Finance disclosure.	0.50
08/09/12	MEL	Analyze IB Finance Exchange transaction as described in March 2008 10-Q.	0.40
08/09/12	MEL	Analyze IB Finance Exchange transaction as described in April 2008 8-K.	1.20
08/09/12	MEL	Analyze IB Finance Exchange transaction as described in March 2008 BOD minutes.	1.90
08/16/12	TMT	Review of GMAC Bond Purchases and Exchange for IB Finance preferred interests in Q2 2008	3.60
08/16/12	WW	Review of MoFo's presentation on 2012 June 8 for ResCap sale of IB finance to AFL.	1.30
08/16/12	WW	Review 2008 3 28 meeting minutes for Morgan Stanley's presentation on GMAC bank sale.	1.50
08/16/12	WW	Review 2006 meeting minute packages related to initially banking structure of GMAC bank and IB bank.	2.80
08/16/12	WW	Review 2007 Sep 7 meeting minute package related to GMAC bank.	0.80
08/17/12	WW	Search in Relativity for valuation of ResCap's preferred and common interests in IB Finance	1.80
08/19/12	TMT	Review of GMAC Bond Purchases and Exchange for IB Finance common interests in January 2009	1.20
08/20/12	TMT	Review of GMAC Bond Purchases and Exchange for IB Finance common interests in January 2009	2.10
08/20/12	WW	Review valuation of GMAC bank in 2008 Q2 BOD meeting minutes.	1.80
08/20/12	WW	Review the draft of Amended and restated LLC agreement between IB Finance and GMAC and ResCap dated 3/27/2008	1.50
08/21/12	WW	Research in Relativity for fully executed amended LLC agreement between IB Finance and GMAC and ResCap	1.70



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Invoice # 2042641-12

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		dated in March 2008.	
08/21/12	WW	Review ResCap LLC Agreement in October 2006.	2.10
08/23/12	WW	Research the advantages of becoming a bank holding company due to GMAC's conversion.	0.80
08/23/12	WW	Review 2008 10-k disclosure on IB finance common interests	1.30
08/24/12	WW	Review Summary of Rescap equity and transactions for IB Finance interest conversion.	0.50
08/24/12	WW	Summarize 2008 IB Finance ownership transactions.	0.70
08/31/12	WW	Search in Relativity for open market repurchase (OMR) transactions.	2.00
Total Hours			33.40



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	5.90	665.00	3,923.50
Todd Toaso	6.90	455.00	3,139.50
Wei Wei	20.60	345.00	7,107.00
Total Hours & Fees	33.40		14,170.00



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Invoice # 2042641-13

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
08/01/12	WW	Review 2008 July 3 8k filing for model home sales.	1.40
08/01/12	WW	Summarize June 6 2008 purchase agreement of model home sale	2.80
08/01/12	WW	Research of FIN no. 46 pronouncement on business consolidation as it relates to CMH being consolidated into ResCap	0.50
08/01/12	WW	Document review related to Palm Valley lots mentioned in June 2008 model home sale	0.50
08/01/12	WW	Summarize commitment letter for June 2008 model home sales.	1.20
08/01/12	WW	Review of 2008 Q2 10Q for disclosure on model home sale	0.90
08/01/12	WW	Document review in Relativity re: Newco relationship with Cerberus.	0.50
08/01/12	WW	Team discussion on September 2008 Model home sales and work plan.	1.00
08/01/12	MEL	Review minutes related to \$3.5 billion GMAC financing.	0.90
08/01/12	LS	Document review to identify titles and company affiliations for individuals cited in ResCap "Quarterly Financial Review" presentation.	1.20
08/01/12	LS	Revise ResCap "Quarterly Financial Review" presentation	0.60
08/01/12	LS	Revise ResCap "Quarterly Financial Review" by documenting change in credit ratings by quarter	1.40
08/01/12	MEL	Review analysis of Ceberus model home sales.	2.10
08/01/12	TMT	Review of the Board of Director materials and discussions regarding the GMAC bond purchases and capital contribution	2.60
08/01/12	TMT	Review of ResCap's February 2008 Board of Directors materials and minutes	3.10
08/01/12	TMT	Review of ResCap's 2008 unsecured and secured debt maturities by facility	3.50
08/02/12	TMT	Review of Board of Director materials and minutes related to the \$3.5 billion senior secured term loan	2.70



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Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
08/02/12	TMT	Review of March 2008 Board of Directors materials and minutes	3.60
08/02/12	TMT	Review of resort finance transaction including use of SPV and bridge loan	3.70
08/02/12	LS	Research activity in Relativity surrounding 6/17/08 Factoring Facility.	1.80
08/02/12	LS	Review 2008 ResCap Board of Directors meeting packages.	1.80
08/02/12	MEL	Review BOD minutes from June 2008.	3.00
08/02/12	WW	Summarize 2008 10k filing related to June model home sale	0.80
08/02/12	WW	Prepare slides related to June 2008 model home sale	2.00
08/02/12	WW	Review 2008 loan agreement between CMH and Cerberus	2.30
08/02/12	WW	Research CMH LLC agreement in Relativity	0.80
08/02/12	LS	Split compilation of 2008 ResCap Board of Directors meeting minutes into meeting files by date for further review.	2.10
08/02/12	LS	Prepare draft slides summarizing activity surrounding 6/17/08 Factoring Facility.	0.80
08/02/12	WW	Review disclosures on June 2008 model home sales in 2008's 8-k, Qs and K filings	2.30
08/03/12	WW	Search Relativity for ResCap Service activities and services fees in 2008 Q and K filings.	1.50
08/03/12	WW	Review Search agreement term sheet, exhibit D of the purchase agreement	0.80
08/03/12	WW	Analyze subsequent CMH sales of the model homes to make payments for the loan in 2008	2.20
08/03/12	WW	Analyze loan repayment for CMH loan of \$230million for June 2008 sale	1.80
08/03/12	LS	Update draft slides summarizing activity surrounding 6/17/08 Factoring Facility with language from board meeting minutes.	1.20
08/03/12	MEL	Review of BOD minutes from June 2008.	2.70
08/03/12	LS	Continue preparation of draft slides summarizing activity	2.30



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Date	Consultant	Description of Services	Hours
		surrounding 6/17/08 Factoring Facility.	
08/03/12	TMT	Review of Board of Director materials and minutes related to the \$1.2 billion MSR facility	3.10
08/03/12	TMT	Review of Morgan Stanley presentations on third-party funding alternatives	1.10
08/03/12	TMT	Review of Board of Director materials and minutes related to the \$3.5 billion senior secured term loan	2.40
08/03/12	WW	Prepare Loan repayment slides for work plan presentation	1.30
08/05/12	TMT	Review of receivables factoring deal with GMACCF	1.70
08/05/12	TMT	Review of model home asset sale and related loan	2.30
08/06/12	MSE	Review Board of Director minutes and discussion materials related to 2008 strategic discussions.	2.30
08/06/12	MEL	Review of 2008 related party transactions.	3.60
08/06/12	MEL	Review of BOD packages and minutes Q2 2008.	2.40
08/06/12	TMT	Review of March 2008 Board of Director minutes	3.30
08/06/12	LS	Review Board of Directors Meeting Minutes to create file with names of interest.	5.70
08/06/12	TMT	Review of Board of Director materials related to the GMAC bond contribution in exchange for ResCap preferred interests	3.40
08/07/12	TMT	Review of Board of Director materials related to the GMAC bond contribution in exchange for ResCap preferred interests	3.40
08/07/12	TMT	Review of roster of attendees at 2008 Board of Director meetings	3.10
08/07/12	LS	Review Board of Directors Meeting Minutes from March 2008 to update "Related Party Debt Time line" draft word document.	3.20
08/07/12	LS	Review Board of Directors Meeting Minutes from April 2008 to update "Related Party Debt Time line" draft word document.	2.20
08/07/12	TMT	Review of the impact to ResCap's Tangible Net Worth of the GMAC bond contribution in exchange for ResCap preferred interests	2.30



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Date	Consultant	Description of Services	Hours
08/07/12	MEL	Analysis of income tax disclosures of ResCap in 2009.	1.60
08/07/12	MEL	Review of Q3 2008 board packages and minutes.	1.60
08/08/12	MEL	Review draft presentation analyzing related party activity between ResCap and Ally in Q1 2008	1.80
08/08/12	MEL	Review draft presentation analyzing related party activity between ResCap and Ally in Q2 2008.	1.30
08/08/12	LS	Review Board of Directors Meeting Minutes from May 2008 to update "Related Party Debt Time line" draft word document.	1.80
08/08/12	WW	Review Model home 2008 September sale transaction in 2008's quarterly filings.	0.80
08/08/12	WW	Summarize model home assets held by BCG of ResCap.	1.50
08/08/12	WW	Summarize review notes for 2008 Q1 & Q2 transactions.	2.30
08/08/12	WW	Review June 2012 presentation by MoFo for 2008 Q1 and Q2 transactions.	2.80
08/08/12	TMT	Documentation of summary of resort finance transaction	1.40
08/08/12	TMT	Review of April 2008 Board of Director meeting minutes	3.00
08/08/12	TMT	Review of Board of Directors materials related to MSR Facility	2.10
08/08/12	TMT	Review of Bear Stearns materials related to the February 2008 Resort Finance special purpose vehicle loan	2.40
08/09/12	TMT	Review of Q1 and Q2 2008 related party debt summaries	1.10
08/09/12	TMT	Documentation of summary of MSR Facility terms	1.60
08/09/12	TMT	Review of Q1 and Q2 2008 liquidity event summary	1.00
08/09/12	TMT	Review of Q1 and Q2 2008 transaction summaries	1.80
08/09/12	WW	Document review in Relativity related to Model Home sale.	2.30
08/09/12	WW	Summarize fair value measures of model home assets held by BCG of ResCap	1.00
08/09/12	WW	Research for auction document for 2008 September model home transaction in relativity.	1.50
08/09/12	WW	Prepare slides related to September 2008 model home sale for presentation	1.80



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Date	Consultant	Description of Services	Hours
08/09/12	WW	Document review in Relativity related to auction document for 2008 September model home transaction	1.50
08/09/12	MA	Reviewed draft AlixPartners presentation on selected Ally and Cerberus 2008 transactions (financings and asset sales).	1.70
08/09/12	MA	Discussions with Todd Toaso and Marc Landy regarding status of ResCap and related party transaction review.	0.50
08/10/12	MA	Call with Kramer (J. Rochon, S. Ettari and N. Simon) and Marc Landy and Todd Toaso to discuss status of AlixPartners investigation of Ally secured bank facilities and related party asset sale transactions.	1.00
08/10/12	MA	Follow up with Marc Landy and Todd Toaso on next steps on investigations of Ally bank facilities and related party sales transactions.	0.30
08/10/12	MA	Document review related to GMAC Secured MSR facility.	1.50
08/10/12	MEL	Prepare for status call with Jen Roshon and Norm Simon.	0.90
08/10/12	TMT	Review of third-party debt paid or expired in the first half of 2008	1.70
08/10/12	TMT	Review of Board of Director materials related to Model Home transaction fee paid to Cerberus	2.80
08/10/12	MEL	Call with Jen Roshon and Norm Simon regarding progress on investigation	1.00
08/10/12	TMT	Review of Board of Director materials related to factoring transaction discount rate	1.70
08/10/12	TMT	Update call with Jennifer Rochon, Samantha Ford, and the Kramer Levin investigation team	1.00
08/10/12	MA	Reviewed 2008-2010 financial statements and related disclosures re: GMAC Secured MSR facility	1.50
08/13/12	MA	Reviewed ResCap 2008 and 2009 BOD minutes re: GMAC Secured MSR facility.	1.60
08/13/12	TMT	Review of MoFo interview notes from December 7, 2011 meeting with James Whitlinger for information related to 2008 events	0.80
08/13/12	TMT	Review of MoFo interview notes from November 28, 2011	0.70



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Date	Consultant	Description of Services	Hours
		meeting with Jerry Lombardo for information related to 2008 events	
08/13/12	TMT	Review of MoFo interview notes from December 22, 2011 meeting with Lisa Gess for information related to 2008 events	0.50
08/13/12	TMT	Review of MoFo interview notes from November 23, 2011 meeting with Tom Marano and Steve Abreu for information related to 2008 events	0.80
08/13/12	TMT	Review of MoFo interview notes from December 21, 2011 meeting with Cathy Dondzila for information related to 2008 events	0.50
08/13/12	TMT	Review of MoFo interview notes from December 20, 2011 meeting with Joe Pensabene for information related to 2008 events	0.60
08/13/12	MA	Document review in Relativity related to GMAC Secured MSR facility.	1.60
08/13/12	MA	Reviewed ResCap correspondent letters to SEC and PWC 3Q 2007 audit report related to ResCap hedge accounting (transfer of loans from HFS to HFI portfolio and other changes to ResCaps hedging programs).	1.80
08/13/12	MA	Discussions with M. Landy and T.Toaso regarding investigations of \$3.5 billion secured Ally facility and \$1.2 billion GMAC secured MSR facility.	0.50
08/13/12	MA	Work on timeline and summary of findings on GMAC Secured MSR Facility.	0.80
08/13/12	MA	Document review related to GMAC Secured MSR facility.	1.00
08/13/12	MEL	Review of minutes related to sale of health care lending business.	1.50
08/13/12	TMT	Review of third-party debt paid or expired in the first half of 2008	1.00
08/13/12	TMT	Review of MoFo interview notes from December 1, 2011 meeting with Tammy Hamzehpour for information related to 2008 events	1.10
08/13/12	TMT	Review of MoFo interview notes from January 13, 2012	0.50



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Date	Consultant	Description of Services	Hours
		meeting with Jim Young for information related to 2008 events	
08/14/12	TMT	Review of \$3.5 billion loan agreement dated June 4, 2008	2.10
08/14/12	TMT	Review of third-party debt paid or expired in the first half of 2008	2.90
08/14/12	MA	Work on timeline and summary of findings on GMAC Secured MSR Facility.	1.50
08/14/12	WW	Review documents related to potential third party buyer for Resort Finance for the period of Feb through Jul 2008.	3.00
08/14/12	WW	Prepare slides on fairness opinion language on 2008 transactions for the debt and liquidity presentation.	1.30
08/14/12	WW	Compare identified meeting minutes with ResCap list	0.80
08/14/12	WW	Review fairness opinions identified in Relativity.	1.80
08/14/12	WW	Search for fairness opinions for 2008 major transactions in Relativity.	2.60
08/14/12	MA	Reviewed SEC filings (8-k) related to GMAC Secured MSR facility.	1.50
08/14/12	MA	Review of 2009 BoD Minutes related to GMAC Secured MSR Facility.	1.50
08/14/12	LS	Document interest disclosures from ResCap 2008 10Qs & 10K	1.20
08/14/12	LS	Review ResCap 2008 10Qs & 10K re: interest	0.90
08/14/12	LS	Update interest database with disclosures from ResCap 2009 10Qs.	0.90
08/14/12	LS	Review ResCap 2009 10Qs re: interest	0.70
08/14/12	TMT	Review of Kramer Levin provided Board of Director materials from 2008	2.00
08/15/12	LS	Update interest database with disclosures from ResCap 2009-2012 10Qs and 10K.	1.60
08/15/12	LS	Review ResCap 2009 - 2012 10Qs and 10Ks re: interest	1.20
08/15/12	MA	Research on GMAC CF Factoring Facility by reviewing BoD Minutes and financial statement disclosures.	1.50



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Date	Consultant	Description of Services	Hours
08/15/12	MA	Conducted document searches in Relativity re: GMAC CF Factoring Facility.	1.00
08/15/12	MA	Call with Kramer (S. Ettari and S. Ford) on the GMACCF Factoring Facility.	0.60
08/15/12	MA	Review of GMACCF Factoring Facility transaction documents.	0.90
08/15/12	MA	Reviewed AlixPartners- prepared transaction summaries.	0.50
08/15/12	MA	Discussion with Marc Landy regarding GMACCF factoring facility.	0.30
08/15/12	MEL	Review of BOD minutes regarding Factoring transaction in June 2008.	0.50
08/15/12	TMT	Review of changes made to MSR Facility in Q2 2008	3.70
08/16/12	WW	Search in Relativity for valuation of GMAC bank by Morgan Stanley in 2008.	0.50
08/16/12	MA	Review of 2008 and 2009 SEC filings (press releases and financial statement disclosures) regarding GMACCF Factoring Facility.	1.50
08/16/12	MA	Prepared summary of findings on GMACCF Factoring Facility.	0.70
08/16/12	WW	Prepare slides on GMAC capital contribution in exchange for ResCap's preferred membership interests.	1.00
08/16/12	WW	Search in Relativity for term sheet for GMAC bank's capital contribution (the bonds) to ResCap.	0.80
08/16/12	WW	Prepare slides on Morgan Stanley's presentation on ResCap bonds related to GMAC bank.	0.50
08/16/12	WW	Research accounting rule change on the tangible net worth covenant related to GMAC's preferred membership conversion.	0.50
08/16/12	MA	Review GMACCF Factoring Facility transaction documents.	1.30
08/16/12	MA	Review of 2008 and 2009 BoD minutes and packages related to GMACCF Factoring Facility.	1.50
08/17/12	WW	Revise presentation slides for GMAC capital contribution and preferred membership conversion.	1.80



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Date	Consultant	Description of Services	Hours
08/17/12	LS	Research using Morningstar re: November 2011 drop in ResCap notes due in May 2015.	0.80
08/18/12	WW	Search in Relativity related to 2008 May transaction of GMAC and ResCap regarding the preferred interests.	2.00
08/20/12	WW	Search in Relativity for GMAC's acquisition of common interests in IB finance.	1.00
08/20/12	WW	Prepare presentation slides for GMAC bank valuation by Morgan Stanley.	0.90
08/20/12	WW	Revise presentation slide for 2008 Q2 activities.	0.70
08/20/12	WW	Review Morgan Stanley's valuation on May 16, 2008 as a part of board minutes package.	1.10
08/20/12	WW	Review Morgan Stanley's valuation on May 22, 2008 as a part of board minutes package.	1.50
08/20/12	MA	Reviewed summary of notes on GMACCF Facility to prepare for call with Kramer (S. Ford and S. Ettari).	0.80
08/20/12	MA	Participated in follow-up call with S. Ford and S. Ettari (Kramer) on GMACCF Factoring Facility.	0.30
08/21/12	MA	Review documents related to GSAP facility.	0.80
08/21/12	WW	Review Morgan Stanley waterfall analysis as of June 2008 on ResCap liquidity.	1.10
08/21/12	MA	Call with S. Ettari on GSAP facility.	0.20
08/21/12	MA	Researched GSAP facility by reviewing rating agency literature (announcements, pre-sale reports, etc).	1.00
08/21/12	WW	Review ResCap's sale of health care finance business in UCC 2012 June 8th presentation.	1.90
08/21/12	WW	Review 2007 Q3 10Q exhibit 10.1 for asset purchase agreement between GMAC Commercial finance and ResCap health Care.	0.50
08/21/12	MA	Reviewed GSAP Indenture and Indenture Supplement	0.80
08/21/12	MA	Reviewed GSAP related documents (RFC Pooling Agreement and RFC Receivables Sales Agreement) for discussion with Kramer (S. Ford and S. Ettari).	1.40
08/21/12	WW	Review Asset Purchase agreement, Exhibit 10.1 of 2007 Q3	1.00



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Date	Consultant	Description of Services	Hours
		10-Q.	
08/21/12	TMT	Analyze ResCap public debt renewed in 2008	3.80
08/21/12	LS	Reviewed Board Meeting Minutes re: how assets were determined for Factoring Facility	0.60
08/21/12	LS	Reviewed Factoring Agreement re: asset determination for Factoring Facility.	0.70
08/21/12	TMT	Review of 2007 healthcare finance sale	1.50
08/21/12	LS	Search Relativity to obtain documents specified by S. Ettari (Kramer Levin) re: Receivables Factoring Facility.	0.60
08/22/12	TMT	Analysis of ResCap disclosures regarding debt forgiven in Q4 2008	1.70
08/22/12	TMT	Analysis of ResCap disclosures regarding debt forgiven in Q3 2008	1.60
08/22/12	TMT	Analysis of Ally (GMAC) disclosures regarding related party liquidity events in 2008	2.30
08/22/12	LS	Research SEC filings related to change of Independent Board Members in Q2 2008.	2.20
08/22/12	WW	Review 2007 July 17 and August 21 BOD meeting minutes with a focus on Health Capital business	1.00
08/22/12	WW	Research on SFAS 160 adopted by ResCap in December 2008 and disclosed in 2008 10-K.	0.50
08/22/12	MA	Reviewed GSAP March 2008 Indenture and Series 2004-VF1 Indenture Supplement.	1.00
08/22/12	WW	Search in Relativity loan sales of \$1.9 billion at the end of 2008.	1.30
08/22/12	WW	Conduct searches related to announcement of independent directors (Smith and Hirtler-Garvey).	1.00
08/22/12	WW	Revise presentation slides for Healthcare finance business sale.	0.50
08/22/12	MEL	Discussed research regarding servicer advance facilities with Mercy Arango and next steps for analysis.	0.50
08/22/12	MA	Prepared summary of findings for S. Ettari at Kramer on GMACCF Factoring Facility and GSAP Facility.	1.00



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Date	Consultant	Description of Services	Hours
08/22/12	WW	Research in relativity for health capital valuation prepared by Houlihan Lokey, the independent party in 2008.	1.00
08/22/12	WW	Review 2007 Sep 7 BOD meeting minutes with a focus on Health Capital business	1.00
08/22/12	MA	Conducted research on receivables securitizations and servicer advance facilities (reviewed rating agency literature).	1.00
08/22/12	MA	Conducted research on market rates for servicer advance facilities (reviewed comparable transaction information for Ocwen and Nationstar transactions).	1.00
08/22/12	WW	Prepare presentation slides for Health Care business sale in Aug 2007.	1.80
08/22/12	MA	Discussed research regarding servicer advance facilities with Marc Landy and next steps for analysis.	0.50
08/22/12	MA	Conducted research on receivables securitizations and servicer advance facilities (reviewed industry and government program literature).	1.00
08/23/12	MA	Prepared summary chart of discount factors on comparable servicer advance receivables securitizations.	1.00
08/23/12	MA	Work on draft summary of findings GMACCF, GSAP and other servicer advance facilities.	2.00
08/23/12	WW	Discuss GMAC 2008 10K MD&A discussion in relation to Quarterly financial transactions with L Schulman.	0.70
08/23/12	WW	Review GMAC 2008 10k MD&A discussion	1.10
08/23/12	MA	Conducted research on advance rates on Ocwen, American Home Mortgage and Nationstar servicer advance facilities (reviewed rating agency literature, news articles, financial statements and press releases).	1.00
08/23/12	WW	Compare GMAC 2008 10k MD&A discussion and AP presentation for completeness of activities.	1.20
08/23/12	LS	Revise draft of "ResCap Quarterly Financial Standing" presentation.	3.50
08/23/12	LS	Discuss how GMAC 2008 10K MD&A ties into Quarterly	0.70



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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-13

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
		financial transactions with W. Wei	
08/24/12	WW	Search in Relativity for membership interest purchase agreement between GMAC and ResCap on 1/30/2009	1.20
08/24/12	WW	Review membership agreement between GMAC and ResCap on 1/30/2009	1.50
08/24/12	WW	Search in Relativity for ResCap's sales of its common interests in GMAC Bank to GMAC.	1.10
08/24/12	MEL	Review public filings related to January 30, 2009 debt exchange in connection with Wei's analysis.	0.80
08/24/12	MA	Met with Marc Landy to discuss pledged MSR and servicer advance collateral.	0.60
08/24/12	MA	Call with S. Ettari (Kramer) to discuss GMACCF Factoring Facility and GSAP.	0.30
08/28/12	LS	Search public filings related to requirement for 2 Independent Directors on Board.	1.20
08/28/12	LS	Review Ally's 2008 quarterly statements to document disclosures re: ResCap's interest	0.80
08/28/12	WW	Review 2009 Q4 10-Q for disclosure on borrowings.	1.00
08/28/12	WW	Review 2009 Q3 10-Q for disclosure on borrowings.	1.50
08/30/12	MEL	Discussion with Mercy Arango regarding her discussion with Kramer Levin regarding sale of 2007 sale of Health care finance assets.	0.40
08/30/12	LS	Identify public filings related to Melzer and Jacob resignation from ResCap's Board of Directors in April 2008.	2.40
08/30/12	LS	Continue running key word searches to identify public filings related to requirement for 2 Independent Directors on Board.	2.20
08/30/12	MA	Call with Kramer (S. Ford and S. Ettari) to discuss HealthCare Finance sale to GMACCF.	0.60
08/30/12	MA	Reviewed materials provided by Kramer related to ResCap sale of HealthCare Finance business to GMACCF (Asset Purchase Agreement).	0.50
08/30/12	MA	Reviewed materials provided by Kramer related to ResCap	1.00



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Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
		sale of HealthCare Finance business to GMACCF (August 2007 Ally and ResCap board minutes and board packages).	
08/30/12	WW	Revise liquidity presentation.	0.80
08/30/12	WW	Revise liquidity presentation.	0.90
08/30/12	WW	Research loan payments	0.20
08/30/12	MA	Reviewed draft AlixPartners investigations/liquidity presentation related to sale of HealthCare Finance business to GMACCF.	0.50
08/30/12	MA	Reviewed materials provided by Kramer related to ResCap sale of HealthCare Finance business to GMACCF (Houlihan Locky valuation report).	0.70
08/30/12	MA	Reviewed materials provided by Kramer related to ResCap sale of HealthCare Finance business to GMACCF (August 2007 Ally and ResCap board minutes and board packages).	1.00
08/30/12	MA	Reviewed materials provided by Kramer related to ResCap sale of HealthCare Finance business to GMACCF (GMACCF package of emails related to comments on valuation report and purchase price adjustment).	1.30
08/30/12	MA	Calls with M. Landy to discuss HealthCare Finance sale to GMACCF.	0.30
08/30/12	MA	Reviewed ResCap SEC filings related to sale of HealthCare Finance business to GMACCF (3Q 2007 10Q, 2007 10-K, August 2007 8-K, and 3Q 2007 Exhibit - Asset Purchase Agreement).	1.00
08/31/12	MA	Participated in a call with M. Landy and W. Wei to discuss investigation related to the sale of the Healthcare Finance and resort finance business and Ally open market purchase activity.	0.30
08/31/12	WW	Review questions from Kramer regarding the healthcare finance transactions and OMR program.	1.00
08/31/12	WW	Summarized healthcare finance sale transaction in 2007.	2.20
08/31/12	MEL	Discuss follow-up work plan for analysis of Sale of Health finance business with Arango, Wei and Jenkins	0.50
Total Hours			312.60



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Client/Matter # 007351.00022



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Invoice # 2042641-13

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	27.10	665.00	18,021.50
Mercedes Arango	51.00	665.00	33,915.00
Todd Toaso	95.00	455.00	43,225.00
Lauren Schulman	48.30	405.00	19,561.50
Michael S Eisenberg	2.30	345.00	793.50
Wei Wei	88.90	345.00	30,670.50
Total Hours & Fees	312.60		146,187.00



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Invoice # 2042641-14

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
08/01/12	JN	Creation of Content Analyst searches and document batches per Derek Krabil (from Kramer Levin)	1.50
08/02/12	JN	Setup custodian level Content Analyst batch sets per Sam Ford (from Kramer Levin).	0.70
08/02/12	JN	Setup and train Samantha Ettari (KL) in Relativity.	1.00
08/03/12	JN	Retrieve native document from Relativity per Jacob Bronsther (KL).	0.10
08/03/12	JN	Pull document metadata per Derek Krabil (from Kramer Levin)	0.20
08/03/12	JN	Setup and train Edward Lintz (KL) in Relativity.	1.00
08/09/12	EP	Discussed export to Casemap feature with counsel.	0.50
08/10/12	JN	Provide additional Relativity training to Kurt Denk (KL).	0.50
08/16/12	EP	Created transaction analysis searches and reports.	2.20
08/17/12	EP	Created review batches based on transactions analysis searches.	0.80
08/17/12	JN	Provided additional Relativity training to Kurt Denk (KL).	0.60
08/22/12	JN	Provide document level PDF files per Sam Ford (from Kramer Levin).	0.50
08/22/12	EP	Created Transaction analysis searches at request of counsel.	0.50
08/23/12	EP	Created Transaction analysis searches at request of counsel.	1.70
08/23/12	JN	Creation of health care finance searches and batching of documents per Sam Ford (KL).	2.10
08/23/12	JN	Creation of two revisions of searches and batching of documents per Kurt Denk and Andrew Estes (both from KL).	2.50
08/27/12	JN	Searches and batching out of documents per Sam Ford, Kramer Levin.	1.20
08/27/12	JN	Additional Relativity training for Denise Reid, Kramer Levin.	0.30
08/28/12	EP	Prepared Case Maps test export for counsel.	0.90
08/28/12	EP	Discussed Case Maps exports with counsel.	0.40



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Invoice # 2042641-14

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
08/28/12	JN	Searching and creation of batch sets per Sam Ford (KL).	1.20
08/29/12	JN	Creation of searches and batching of documents per Sam Ford (KL).	1.00
08/29/12	EP	Created process for CaseMap loading.	0.50
08/29/12	EP	Created load files for Case Map.	0.50
08/30/12	JN	Compilation and duplicate analysis of all productions received by AP so far, per Sam Ford (KL).	1.20
08/31/12	JN	Loading of nonstandard production data.	1.50
Total Hours			25.10



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Invoice # 2042641-14

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
Erin Plante	8.00	505.00	4,040.00
John Natividad	17.10	505.00	8,635.50
Total Hours & Fees	25.10		12,675.50



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Invoice # 2042641-15

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

August 2012			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	182.10	\$400/GB	\$ 72,840.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	449.53	\$50/GB	\$ 22,476.50
User Fees (Monthly Charge)	38	\$100/user	\$ 3,800.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 99,116.50



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Residential Capital, LLC
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Invoice # 2042641-16

Re: Forensic Investigation - Intercompany Operations, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
08/01/12	MEL	Review proposed changes to shared services charges	0.40
08/01/12	ST	Review shared services modification notice.	0.20
08/01/12	ST	Draft questions re: shared services modification notice.	0.30
08/08/12	ST	Review shared services agreement for treatment of audit fees.	0.40
08/09/12	ST	Craft email to M. Renzi regarding outstanding requests re: to shared services.	0.30
08/20/12	TMT	Analysis of interest paid to parent in 2008	2.90
08/20/12	TMT	Search of documents produced for Ally Board of Director meeting materials	1.10
08/20/12	TMT	Review of documents produced for shared services agreements	1.50
08/20/12	BPJ	Reviewed Morrison Foerster's ResCap Presentation to Unsecured Creditors' Committee Regarding Ally Claims Investigation and Settlement.	1.40
08/20/12	BPJ	Reviewed AlixPartners' Forensic Investigation - Preliminary Work Plan with focus on intercompany transactions	1.80
08/20/12	BPJ	Met with Marc Landy and Todd Toaso to go through work plan for shared services	1.20
08/20/12	BPJ	Reviewed Affidavit of James Whitlinger, CFO of Residential Capital, LLC.	2.20
08/20/12	MEL	Met with Brian Jenkins to go through work plan for shared services.	1.20
08/21/12	BPJ	Reviewed Second Addendum to Administrative Services and Facility Agreement dated 8/1/2007.	0.40
08/21/12	BPJ	Reviewed 10/19/2006 ResCap Special Meeting Board of Directors' Minutes.	0.30
08/21/12	BPJ	Reviewed 11/20/2006 ResCap Special Meeting Board of Directors' Minutes.	0.20
08/21/12	BPJ	Reviewed Affidavit of James Whitlinger, CFO of Residential Capital, LLC.	2.60
08/21/12	BPJ	Reviewed 10/16/2006 ResCap Board of Directors Meeting	0.80



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Invoice # 2042641-16

Re: Forensic Investigation - Intercompany Operations, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		Minutes.	
08/21/12	BPJ	Reviewed First Addendum to Administrative Services and Facility Agreement dated 6/1/2007.	0.60
08/21/12	TMT	Analyze ResCap 2008 interest expense	2.90
08/22/12	BPJ	Reviewed Amended and Restated Operating Agreement dated 11/27/2006.	0.40
08/22/12	BPJ	Reviewed Statement of Work for Consumer Lending Services dated May, 2012.	0.30
08/22/12	BPJ	Reviewed Amended and Restated Custodial Services and Facilities Agreement dated 6/15/2007.	0.60
08/22/12	BPJ	Reviewed Administrative Services and Facility Agreement dated 11/22/2006.	1.20
08/22/12	BPJ	Reviewed Fortress Investment Group Letter dated 2/17/2012.	0.40
08/22/12	BPJ	Reviewed Statement of Work for Accounting dated May, 2012.	0.40
08/22/12	BPJ	Reviewed Statement of Work for Treasury Services Treasury Operations dated May, 2012.	0.40
08/22/12	BPJ	Reviewed Shared Services Agreement effective as of May 2012 and related schedules.	2.20
08/22/12	BPJ	Reviewed Statement of Work for Tax Services dated May, 2012.	0.30
08/23/12	BPJ	Review of Morrison Foerster Memoranda of Interview with ResCap Key Players.	1.40
08/23/12	BPJ	Reviewed Report to the Board of Directors J.R.G. No 3, re: Changes to Certain Inter-Company Agreements.	1.20
08/23/12	BPJ	Reviewed Report to the Board of Directors J.R.G. No 2, re: Delegation to Executive Committee to Declare LLC Related Dividend and Amendment of Certain Provisions of the Operating Agreement.	1.80
08/28/12	ST	Analyze proposed shared services amendments.	0.80
Total Hours			34.10



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Invoice # 2042641-16

Re: Forensic Investigation - Intercompany Operations, Shared Services
Client/Matter # 007351.00025

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	1.60	665.00	1,064.00
Todd Toaso	8.40	455.00	3,822.00
Brian P Jenkins	22.10	505.00	11,160.50
Scott Tandberg	2.00	455.00	910.00
Total Hours & Fees	34.10		16,956.50



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Residential Capital, LLC
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Invoice # 2042641-17

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
08/06/12	AH	Review supplemental Holtz declaration and correspond w/ risk management and engagement leaders re: same	0.50
08/07/12	LS	Respond to A. Holtz request for May, June and July estimates.	0.50
08/08/12	AH	Discussions w/ J. Dermont (Moelis) and AlixPartners Risk Management team re: resolving US Trustee objection	0.30
08/08/12	AH	Email exchange w/ D. Mannal (KL) re: resolving US Trustee retention objection	0.20
08/08/12	AH	Review Supplemental Retention Declaration	0.30
08/09/12	MEL	Discuss billing matters with Lauren Schulman.	0.50
08/09/12	MEL	Revise fee estimate to be provided to FTI for cash forecast.	0.50
08/09/12	AH	Prepare for Court Hearing re: AlixPartners Retention by reading all related documentation - Application, Declarations, Information Barrier	0.90
08/09/12	AH	Various correspondence w/ AlixPartners RM team re: monthly billing	0.20
08/09/12	LS	Begin review of June invoice to ensure UST compliance.	1.10
08/09/12	LS	Assist M. Landy with projection of August and September budgets.	0.80
08/10/12	LS	Revise June invoice to ensure UST compliance.	3.30
08/10/12	MEL	Prepare fee estimate for review by Kramer Levin	0.20
08/10/12	AH	Review monthly budget estimate requested by FTI	0.10
08/12/12	LS	Revise June invoice to ensure UST compliance.	2.00
08/13/12	LS	Continue making revisions to June invoice to ensure UST compliance.	3.00
08/15/12	LS	Make additional revisions to June invoice (time and expenses) to ensure UST compliance.	1.80
08/15/12	AH	Email to AP Risk Management re: conflicts update for Examiner parties	0.10
08/17/12	LS	Update FGIC monthly billing spreadsheet sent from John Dubel with May and June figures.	0.60
08/17/12	AH	Detailed review of May and June invoices	2.30



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Invoice # 2042641-17

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
08/20/12	LS	Revise May invoice based on A. Holtz's comments to ensure UST compliance.	1.20
08/20/12	LS	Review May and June invoices with A. Holtz.	0.40
08/20/12	AH	Discuss May/June invoices w/ L. Schulman	0.40
08/20/12	AH	Detailed review of May/June invoices	1.80
08/20/12	AH	Prepare memo to all AlixPartners timekeepers on proper use of billing codes and maintaining adequate time descriptions	0.30
08/20/12	LS	Revise June invoice based on A. Holtz's comments to ensure UST compliance.	1.60
08/23/12	HK	Review and revise draft ResCap AlixPartners Disclosure supplement.	0.60
08/27/12	AH	Review revised May and June fee applications including discussion w/ L. Schulman	0.80
08/27/12	LS	Review compensation order (docket 797) for filing instructions.	0.40
08/27/12	LS	Update FGIC monthly billing spreadsheet sent from John Dubel with May figures.	0.30
08/27/12	LS	Prepare draft invoice cover letter to "Notice Parties" listed in compensation order	0.50
08/27/12	LS	Finalize May invoice after changes made based on discussion with A. Holtz.	0.40
08/27/12	LS	Finalize June invoice based on input from A. Holtz.	0.60
08/27/12	LS	Update FGIC monthly billing spreadsheet sent from John Dubel with June figures.	0.40
08/28/12	LS	Preliminary review of July invoice to ensure conformity with UST bankruptcy protocol.	1.30
08/28/12	LS	Revise July invoice to ensure UST compliance.	2.10
08/29/12	LS	Continue making July invoice revisions to ensure UST compliance.	2.60
08/29/12	LS	Conform July invoice by moving select entries to more appropriate bankruptcy matter codes.	3.20
Total Hours			38.10



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Invoice # 2042641-17

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.60	920.00	552.00
Alan Holtz	8.20	920.00	7,544.00
Marc E Landy	1.20	665.00	798.00
Lauren Schulman	28.10	405.00	11,380.50
Total Hours & Fees	38.10		20,274.50



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Invoice # 2042641-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
08/02/12	ST	Travel from LGA to DEN following meetings with UCC, FTI, and UCC advisors.	5.00
08/05/12	ST	Travel from DEN to LGA for meetings with UCC, FTI, and other advisors.	5.00
08/10/12	ST	Travel from LGA to DEN following meetings with UCC and debtor and UCC advisors.	5.00
08/12/12	ST	Travel from DEN to LGA for meetings with UCC, UCC advisors, and FTI.	5.00
08/17/12	ST	Travel LGA to DEN following meetings with UCC, UCC advisors, and debtor advisors.	5.00
08/20/12	ST	Travel from DEN to JFK for meeting with Debtor and UCC advisors.	5.00
08/24/12	ST	Travel from LGA to DEN following meetings UCC, FTI, and other advisors.	5.00
08/27/12	ST	Travel from DEN to LGA for meetings with Debtor and UCC advisors.	5.00
08/31/12	ST	Travel from LGA to DEN following meeting with AP and UCC advisors.	5.00
Total Hours			45.00



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Invoice # 2042641-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	45.00	455.00	20,475.00
Total Hours & Fees	45.00		20,475.00



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Residential Capital, LLC
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Invoice # 2042641-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
07/09/12	Cab Fare/Ground Transportation - - VENDOR: Valera Global, Inc. Marc Landy - New York, NY to Westport, CT	141.61
08/01/12	Meals & Tips Scott Tandberg - Breakfast	9.76
08/01/12	Meals & Tips Scott Tandberg - Dinner	13.69
08/02/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	32.12
08/02/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/02/12	Meals & Tips Scott Tandberg - Dinner	21.89
08/02/12	Mileage Scott Tandberg 45 Miles	24.98
08/02/12	Parking & Tolls Scott Tandberg	92.00
08/02/12	Postage/Messenger/Courier - - VENDOR: Dynamex, Inc. Delivery to Kramer Levin Naftalis & Fran	31.18
08/03/12	Coach Airfare Scott Tandberg 2012-08-12 DEN - LGA	751.36
08/03/12	Airfare Service Charge Scott Tandberg	10.00
08/05/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	60.00
08/05/12	Lodging Scott Tandberg Marriott Hotels - New York 08/05/2012 - 08/09/2012	1,615.92
08/05/12	Meals & Tips Scott Tandberg - Dinner	19.63
08/05/12	Mileage Scott Tandberg 45 Miles	24.98
08/06/12	Airfare Service Charge Scott Tandberg	13.00
08/06/12	Meals & Tips Scott Tandberg - Dinner	25.50
08/06/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/07/12	Meals & Tips Scott Tandberg - Breakfast	9.82
08/07/12	Meals & Tips Scott Tandberg - Dinner	13.69
08/08/12	Phone - Internet Access John Natividad - Working on Plane	17.95
08/08/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/09/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Long Island City	19.88
08/09/12	Lodging Scott Tandberg Marriott Hotels - Long Island City 08/09/2012 - 08/10/2012	277.75



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Client/Matter # 007351.00093

Date	Disbursement Description	Amount
08/09/12	Meals & Tips Scott Tandberg - Breakfast	10.33
08/09/12	Meals & Tips Scott Tandberg - Breakfast	10.08
08/09/12	Meals & Tips Scott Tandberg - Dinner	25.78
08/09/12	Mileage Scott Tandberg 45 Miles	24.98
08/10/12	Coach Airfare Scott Tandberg 2012-08-12 DEN - LGA	340.54
08/10/12	Coach Airfare Scott Tandberg 2012-08-12 DEN - LGA	150.00
08/10/12	Coach Airfare Scott Tandberg 2012-08-20 LAX - JFK	579.22
08/10/12	Airfare Service Charge Scott Tandberg	10.00
08/10/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	31.20
08/10/12	Cab Fare/Ground Transportation Scott Tandberg Long Island City to LGA Airport	32.50
08/10/12	Meals & Tips Scott Tandberg - Dinner	16.01
08/10/12	Parking & Tolls Scott Tandberg	105.00
08/12/12	Lodging Scott Tandberg Marriott Hotels - New York 08/12/2012 - 08/17/2012	1,824.79
08/12/12	Meals & Tips Scott Tandberg - Dinner	17.89
08/12/12	Mileage Scott Tandberg 45 Miles	24.98
08/13/12	Airfare Service Charge Scott Tandberg	13.00
08/13/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	26.87
08/13/12	Meals & Tips Scott Tandberg - Dinner	26.00
08/13/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/14/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/14/12	Meals & Tips Scott Tandberg - Dinner	2.70
08/14/12	Meals & Tips Scott Tandberg - Dinner	13.79
08/15/12	Meals & Tips Scott Tandberg - Dinner	18.50
08/15/12	Meals & Tips Scott Tandberg - Breakfast	9.84
08/16/12	Meals & Tips Scott Tandberg - Breakfast	9.84
08/16/12	Meals & Tips Scott Tandberg - Dinner	25.50



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Invoice # 2042641-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
08/17/12	Coach Airfare Scott Tandberg 2012-08-27 DEN - LGA	435.15
08/17/12	Coach Airfare Scott Tandberg 2012-08-20 LAX - LGA	150.00
08/17/12	Airfare Service Charge Scott Tandberg	10.00
08/17/12	Airfare Service Charge Scott Tandberg	53.68
08/17/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	34.92
08/17/12	Cab Fare/Ground Transportation Scott Tandberg LAX Airport to Culliver City	29.00
08/17/12	Meals & Tips Scott Tandberg - Dinner	14.33
08/17/12	Meals & Tips Scott Tandberg - Breakfast	10.32
08/19/12	Lodging Scott Tandberg Marriott Hotels - New York 08/19/2012 - 08/26/2012	1,933.62
08/19/12	Meals & Tips Scott Tandberg - Dinner	9.01
08/20/12	Meals & Tips Scott Tandberg - Dinner	15.85
08/20/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/20/12	Mileage Scott Tandberg 45 Miles	24.98
08/21/12	Cab Fare/Ground Transportation Scott Tandberg JFK Airport to Manhattan	54.60
08/21/12	Meals & Tips Scott Tandberg - Dinner	23.75
08/21/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/22/12	Meals & Tips Scott Tandberg - Breakfast	9.84
08/23/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/23/12	Meals & Tips Scott Tandberg - Dinner	12.60
08/24/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	35.75
08/24/12	Meals & Tips Scott Tandberg - Dinner	21.41
08/24/12	Meals & Tips Scott Tandberg - Breakfast	9.84
08/24/12	Mileage Scott Tandberg 45 Miles	24.98
08/24/12	Parking & Tolls Scott Tandberg	137.00
08/25/12	Coach Airfare Scott Tandberg 2012-09-04 DEN - LGA	730.13



Boston Chicago Dallas Detroit Dubai Düsseldorf London Los Angeles Milan
Munich New York Paris San Francisco Shanghai Tokyo Washington, DC

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
08/25/12	Airfare Service Charge Scott Tandberg	10.00
08/27/12	Lodging Scott Tandberg Marriott Hotels - New York 08/27/2012 - 08/31/2012	1,776.54
08/27/12	Meals & Tips Scott Tandberg - Breakfast	10.32
08/27/12	Meals & Tips Scott Tandberg - Dinner	16.54
08/27/12	Mileage Scott Tandberg 45 Miles	24.98
08/28/12	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	33.38
08/28/12	Meals & Tips Scott Tandberg - Dinner	23.90
08/28/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/29/12	Meals & Tips Scott Tandberg - Breakfast	10.32
08/29/12	Meals & Tips Scott Tandberg - Dinner	25.50
08/30/12	Meals & Tips Scott Tandberg - Dinner	42.77
08/30/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/31/12	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	38.15
08/31/12	Meals & Tips Scott Tandberg - Breakfast	7.54
08/31/12	Meals & Tips Scott Tandberg - Dinner	14.37
08/31/12	Mileage Scott Tandberg 45 Miles	24.98
08/31/12	Parking & Tolls Scott Tandberg	92.00
Total Disbursements		12,583.50



Boston Chicago Dallas Detroit Dubai Düsseldorf London Los Angeles Milan
Munich New York Paris San Francisco Shanghai Tokyo Washington, DC

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2042641-19

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Coach Airfare	3,136.40
Airfare Service Charge	119.68
Cab Fare/Ground Transportation	569.98
Phone - Internet Access	17.95
Lodging	7,428.62
Meals & Tips	653.85
Mileage	199.84
Parking & Tolls	426.00
Postage/Messenger/Courier	31.18
Total Disbursements	12,583.50

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, et al.,	)	Case No. 12-12020 (MG)
	)	Jointly Administered
Debtors.)	
	)	Objection Deadline: _____, 2012 at 4 p.m.
		(Eastern Daylight Time)

CERTIFICATION OF ALAN D. HOLTZ

I, Alan D. Holtz, make this declaration and state as follows:

1. I am a Managing Director of AlixPartners, LLP ("***AlixPartners***"), which maintains offices at, among other locations, 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. This certification is submitted pursuant to (i) the Amended Guidelines for Fees and Disbursement for Professionals in Southern District of New York Bankruptcy Cases, dated November 25, 2009, and established and adopted by the United States Bankruptcy Court for the Southern District of New York pursuant to General Order M-389 (the "***Local Guidelines***"); (ii) the United States Trustee Guidelines for Reviewing Applications for compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, dated January 30, 1996 (the "***UST Guidelines***"), and (iii) the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "***Interim Compensation Order***"), and collectively, with the Local Guidelines and the UST Guidelines, the "***Guidelines***").

3. This certification is submitted in connection with and in support of AlixPartners first interim fee application (the "***Fee Application***") for allowance of compensation and reimbursement of expenses incurred for services rendered as restructuring advisor to the Official Committee of

Unsecured Creditors (the “*Committee*”) for the period from May 21, 2012 through August 31, 2012 (the “*Fee Application Period*”). The Fee Application respectfully requests that this Court enter an Order awarding AlixPartners \$2,205,724.75 in fees for services rendered on behalf of the Committee, \$34,011.46 for the reimbursement of expenses incurred in connection with the rendition of such services, for a total award of \$2,239,736.21.

4. As required by Section A.1 of the Local Guidelines, I certify that:

- I have read the Fee Application and to the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Guidelines;
- The fees and disbursements are billed at rates and in accordance with practices customarily employed by AlixPartners and are generally accepted by AlixPartners’ clients; and
- To the best of my knowledge, in providing reimbursable services, AlixPartners does not make a profit on such services, whether the services are performed by AlixPartners in-house or through a third party.

5. As required by Section A.2 of the Local Guidelines, I certify that AlixPartners has provided to the Committee, the U.S. Trustee and the Debtors monthly statements of AlixPartners fees and disbursements previously accrued, by serving monthly statements, not later than 30 days after the end of each month, in accordance with the terms of the Interim Compensation Order or otherwise as soon as practicable for monthly periods ending prior to entry of the Retention Order.

6. With respect to Section A.3 of the Local Guidelines, I certify that copies of the Application are being provided to (a) the Court; (b) the Committee (c) the Debtors, and (d) the Office of the United States Trustee.

7. In accordance with Federal Rule of Bankruptcy Procedure 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between AlixPartners and any other

persons or parties to share in any compensation received in connection with this Case other than as among members of AlixPartners.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: October 19, 2012

/s/ Alan D. Holtz
Alan D. Holtz
Managing Director
AlixPartners, LLP